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**BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII**

In the Matter of the Petition of
SCD KALOKO MAKAI, LLC

To Amend the Conservation and Agricultural
Land Use District Boundaries into the Urban
Land Use District for certain lands situate at
Kaloko, North Kona, Island and County of
Hawaii, State of Hawaii; consisting of
approximately 952.165 acres, Tax Map Key
Nos. (3) 7-3-009: 017, (3) 7-3-009: 025 (por.),
(3) 7-3-009: 026 and (3) 7-3-009: 028

DOCKET NO. A07-778

PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT;

VERIFICATION

PETITIONER'S EXHIBITS 1 - 9

CERTIFICATE OF SERVICE

LAND USE COMMISSION
STATE OF HAWAII
2001 DEC 28 P 4: 08

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Petitioner's Exhibit 8	Notification of Petition Filing
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**BEFORE THE LAND USE COMMISSION
OF THE STATE OF HAWAII**

DOCKET NO. A07-778

In the Matter of the Petition of
SCD KALOKO MAKAI, LLC

To Amend the Conservation Land Use District Boundaries into the Urban Land Use District for certain lands situate at Kaloko, North Kona, Island and County of Hawaii, State of Hawaii; consisting of approximately 952.165 acres, Tax Map Key Nos. (3) 7-3-009: 017, (3) 7-3-009: 025 (por.), (3) 7-3-009: 026 and (3) 7-3-009: 028

PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT

Petitioner, SCD KALOKO MAKAI, LLC, a Hawaii limited liability company whose principal place of business is c/o Stanford Carr Development, LLC, 1100 Alakea Street, 27th Floor, Honolulu, Hawaii, 96813 ("**Petitioner**"), by and through its legal counsel CARLSMITH BALL LLP, hereby respectfully requests this Honorable Land Use Commission of the State of Hawaii (the "**Commission**") to amend the land use district classification of approximately 952.165 acres of land situate at Kaloko, North Kona, Island and County of Hawaii, State of Hawaii (the "**Petition Area**"), from the State Land Use Conservation and Agricultural Districts ("**Conservation**" and "**Agricultural**" respectively), to the State Land Use Urban District ("**Urban**"). The Petition Area is intended to be part of a proposed master planned residential mixed use community called Kaloko Makai ("**Kaloko Makai**"), to be developed on approximately 1,142.165 acres of land in Kaloko, North Kona¹ (the "**Property**").

¹ The tax assessed acreage of the Property is approximately 1,140.99 acres, however, according to the survey map prepared by a licensed professional land surveyor for submission with this Petition, the actual acreage of the Property is approximately 1,142.165 acres. A comparison of the tax acres to the surveyed acres is provided below.

In support of Petitioner's request to amend the Land Use District classification of the Petition Area, Petitioner respectfully alleges and presents the following:

I. AUTHORITY FOR RELIEF SOUGHT

§15-15-50(a)(1): State clearly and concisely the authorization or relief sought; and (2) Cite by appropriate reference the statutory provision or other authority under which commission authorization or relief is sought; (b) For petitions to reclassify properties from the conservation district to any other district, the petition shall not be deemed submitted unless an environmental impact statement or negative declaration is approved or accepted by the commission for the proposed reclassification request. Such approved or accepted environmental impact statement or negative declaration shall be filed with and be part of the petition for boundary amendment.

Through the filing of this Petition for Land Use District Boundary Amendment (this "**Petition**"), Petitioner seeks the reclassification of the Petition Area from the Agricultural and Conservation Districts to the Urban District. The Commission has the authority to grant this request under Section 205-4, Hawaii Revised Statutes ("**HRS**") and the Land Use Commission Rules of the State of Hawaii found in Title 15, Subtitle 3, Chapter 15 of the Hawaii Administrative Rules ("**LUC Rules**").

<u>TMK No.</u>	<u>Lot</u>	<u>Surveyed Acres</u>	<u>Tax Assessed Acres</u>	<u>Discrepancy</u>
(3) 7-3-009: 017	Lot 7-A-1	224.430 acres, more or less	224.429 acres, more or less	0.001 acres, more or less
(3) 7-3-009: 025	Lot 7-B-1	360.131 acres, more or less	360.131 acres, more or less	0
(3) 7-3-009: 026	Lot 7-C-1	194.376 acres, more or less	193.324 acres, more or less	1.052 acres, more or less
(3) 7-3-009: 027	Lot B	363.228 acres, more or less	363.106 acres, more or less	0.122 acres, more or less
Total		1,142.165 acres, more or less	1,140.99 acres, more or less	1.175 acres, more or less

Petitioner seeks to reclassify lands within the Conservation District, and therefore is required to prepare an environmental impact statement ("EIS") pursuant to HRS Chapter 343 and the Environmental Impact Statement Rules of the Department of Health of the State of Hawaii found in Title 11, Chapter 200 of the Hawaii Administrative Rules. The requested reclassification is the first regulatory approval Petitioner is seeking in connection with the proposed development of Kaloko Makai. Therefore, Petitioner requests that the Commission agree: (1) to be the accepting authority for Petitioner's Environmental Impact Statement Preparation Notice ("EISPN"), attached hereto as Petitioner's **Exhibit 1** and incorporated herein by reference, and the subsequent EIS; and (2) that the requested reclassification warrants the preparation of an EIS.

Under HRS § 205-4 and § 15-15-46(3) of the LUC Rules, any person with a property interest in the land requested for reclassification has standing to initiate a boundary amendment. Petitioner, as fee owner of the Petition Area with Kaloko Properties Corp. as Tenants in Common, under that certain Warranty Deed dated September 6, 2006, recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 2006-169936, a copy of which is attached hereto as Petitioner's **Exhibit 2**, and incorporated herein by reference, has the requisite property interest. Kaloko Properties Corp., as fee owner of the Property, has provided authorization for Petitioner and Carlsmith Ball LLP to file the Petition and seek the requested reclassification pursuant to the signed and notarized Fee Owner Authorization, attached hereto as Petitioner's **Exhibit 3** and incorporated herein by reference.

Petitioner reserves the right to amend this Petition in response to any reports, pleadings, arguments, exhibits, issues and witnesses identified by any party.

II. **IDENTIFICATION OF PETITIONER**

§15-15-50(c)(1): The exact legal name of each petitioner and the location of the principal place of business and if applicant is a corporation, trust, or association, or other organized group, the state in which the petitioner was organized or incorporated;

Petitioner is a manager-managed Hawaii limited liability company with its principal place of business located at Stanford Carr Development, LLC, 1100 Alakea Street, 27th Floor, Honolulu, Hawaii, 96813. The manager of Petitioner is Stanford Carr Development, LLC, a Hawaii limited liability company.

III. **AUTHORIZED REPRESENTATIVE**

§ 15-15-50(c)(2): The name, title, and address of the person to whom correspondence or communications in regard to the application are to be addressed;

The law firm of CARLSMITH BALL LLP has been appointed and is hereby authorized to represent Petitioner in its Petition and the proceedings thereon pursuant to HAR § 15-15-35(b). Pursuant to HAR § 15-15-50(c)(2), all correspondence and communications in regard to this Petition shall be addressed to:

1. CARLSMITH BALL LLP
Attention: Steven S.C. Lim, Esq.
121 Waiianuenue Avenue
P.O. Box 686
Hilo, Hawaii 96721
2. CARLSMITH BALL LLP
Attention: Jennifer A. Benck, Esq.
ASB Tower
1001 Bishop Street, Suite 2200
Honolulu, Hawaii 96813
3. SCD KALOKO MAKAI, LLC
Attention: David Blane
Stanford Carr Development, LLC
1100 Alakea Street, 27th Floor
Honolulu, Hawaii 96813

4. WILSON OKAMOTO CORPORATION
Engineers and Planners
Attention: Alan Suwa
1907 South Beretania Street, Suite 400
Honolulu, Hawaii 96826

IV. **IDENTIFICATION OF PETITION AREA**

§ 15-15-50(c)(3): Description of the subject property, acreage, and tax map key number, with maps, including the tax map, that identify the area under petition. If the subject property is a portion of one or more lots, or the petition proposes incremental development of the subject property on both increments of development, the petitioner shall include a map and description of the subject property and increments in metes and bounds prepared by a registered professional surveyor;

The Petition Area is part of the approximately 1,142.165 acre Property proposed for development of Kaloko Makai, and is located within Kaloko, North Kona, Island and County of Hawaii, State of Hawaii. The Petition Area is within four parcels, Tax Map Key Nos. (3) 7-3-009: 017 ("**Parcel 17**"), (3) 7-3-009: 025 (por.) ("**Parcel 25**"), (3) 7-3-009: 026 ("**Parcel 26**") and (3) 7-3-009: 028 ("**Parcel 28**"), as illustrated on the tax map shown as Figure 1-3 of the EISPN. A regional location map of the Petition Area is shown as Figure 1-1 of the EISPN.

Approximately 190 acres within Parcel 25 were reclassified to the Urban District under Docket No. A84-566. Therefore, while Parcel 25 is part of Kaloko Makai, the Urban portion of Parcel 25 is not part of the Petition Area. Pursuant to HAR § 15-15-50(c)(3), attached hereto as Petitioner's **Exhibit 4**, and incorporated herein by reference, is a survey map of the Property identifying the Petition Area. A metes and bounds description of the Subject Property prepared by Gary S. Takamoto, a licensed professional land surveyor, dated December 21, 2007, is attached hereto as Petitioner's **Exhibit 5** and incorporated herein by reference.

Further detail and description of the Petition Area and the Property is contained in the EISPN; additional details and descriptions will be included in EIS.

V. **RECLASSIFICATION SOUGHT/PRESENT USE OF PROPERTY/ASSESSMENT OF CONFORMITY WITH BOUNDARY AMENDMENT STANDARDS**

§ 15-15-50(c)(4): The reclassification sought and present use of property, including an assessment of conformity of the reclassification to the standards for determining the requested district boundary amendment;

Petitioner seeks to have the Petition Area reclassified from the State Land Use Conservation and Agricultural Districts to the State Land Use Urban District. Specifically, Petitioner seeks to reclassify approximately 727.735 acres within Parcels 25, 26 and 28 from the Agricultural District to the Urban District, and approximately 224.430 acres within Parcel 17 from the Conservation District to the Urban District. Approximately 190 acres within Parcel 25 are currently within the Urban District under Commission Decision and Order dated February 28, 1985, in Docket No. A84-566, and therefore are not part of the Petition Area.

The Property is currently vacant and undeveloped. Except of an approximately 150 acre native dryland forest located within Parcel 28 in the southern portion of the Property, most of the Property consists of large, barren masses of pahoehoe and aa lava and is overgrown with scrub vegetation consisting mostly of koa haole and fountain grass.

Petitioner seeks to amend the land use district classification of the Petition Area from the Conservation and Agricultural Districts to the Urban District in order to develop Kaloko Makai. Kaloko Makai is intended to be a master planned residential mixed-use development to include supporting commercial, educational, recreational and open space uses with related infrastructure. Approximately 5,000 new single- and multi-family residential units are planned for Kaloko Makai, to be developed at low and medium densities. In addition, Kaloko Makai is planned to include centralized commercial and neighborhood retail centers, an array of recreational facilities (e.g. parks, trails, open spaces, including the native dryland forest), new elementary and middle schools, and associated infrastructure (e.g., new roadways, utilities, drainage, wastewater and

potable and non-potable water distribution systems). The current Conceptual Land Use Plan for Kaloko Makai is provided as Figure 2-1 of the EISPN.

Reclassification of the Petition Area and a subsequent change of zone by the County of Hawaii will permit the Petition Area to be developed in conformity with the surrounding land uses. The proposed reclassification conforms to the standards and characteristics of the Urban District, as set forth in § 15-15-18 of the LUC Rules. A detailed discussion of the conformity of the Petition Area and Kaloko Makai to the Urban District standards will be provided in the EIS.

1. It Shall Include Lands Characterized by "City-Like" Concentrations of People, Structures, Streets, Urban Level of Services and Other Related Land Uses.

The majority of the Petition Area is designated Urban Expansion (UE) under the County General Plan Land Use Pattern Allocation Guide ("LUPAG") Map. *See* EISPN, Figure 5-3. Numerous "city like" uses are located around the Petition Area, and the development of Kaloko Makai will continue the trend of Urban in-fill development. *See* EISPN, Figure 1-4.

Urban District lands are located adjacent to the Property in the north, south and mauka directions. *See* EISPN, Figure 5-1. Some Conservation District land is located makai of the Petition Area and mauka of Queen Kaahumanu Highway. However, the land makai of Queen Kaahumanu Highway is Urban. A 190 acre portion of the Property located within Parcel 25 is already within the Urban District. *See* EISPN, Figure 5-1.

Kailua-Kona, the major commercial and business hub of the region is approximately 3.5 miles south of the Petition Area. Numerous commercial, industrial and residential uses existing in the vicinity of the Property. Industrial and commercial uses are found at the Kaloko Industrial Park located south of the Petition Area. Light manufacturing, warehousing and distribution operations, a Costco Wholesale facility and Home Depot are located within the Kaloko Industrial Park. Phases III and IV of the Kaloko Industrial Park are planned for the future and should

include approximately 73 one-acre lots for light industrial, business and commercial development. Quarrying operations are also located to the south of the Petition Area. Immediately north of the Petition Area is the Kohanaiki Business Park, a 26-lot light industrial park.

The Kona International Airport at Keahole ("KOA") is located approximately 3 miles north of the Property, as well as the Natural Energy Laboratory of Hawaii, a publicly-funded research facility, and the Hawaii Ocean and Science Technology Park. Mauka of KOA and Queen Kaahumanu Highway is the State-developed Keahole Agricultural Park.

Existing residential developments in the vicinity of the Property include the Villages of Laiopua, located approximately 1 mile south of the Property. When fully developed, the Villages of Laiopua will include single- and multi-family residential units, recreational facilities, community facilities, neighborhood commercial complexes and several park and preserve sites. Other residential developments located in the vicinity are found mauka of the Property, near Mamalahoa Highway. These include Kona Palisades, Kona Acres, Kona Coastview, Kona Wonder View, and Kona Highlands to the north/northeast; Kona Heavens to the east; and, Kealakehe Homesteads, Kona Chocho Estates, Kona Macadamia Acres, and Queen Liliuokalani Village to the southeast.

2. It Shall Take Into Consideration Proximity to Centers of Trading and Employment Except Where the Development Would Generate New Centers of Trading and Employment.

In addition to being located approximately 3.5 miles north of Kailua-Kona, and 3 miles south of KOA and therefore in easy proximity to centers of trading and employment, approximately 120 acres within Kaloko Makai are intended for commercial and mixed uses, and another 40 acres are planned for two school sites. Therefore, development of Kaloko Makai should generate new centers of trading and employment in the region.

The planned commercial and mixed uses within Kaloko Makai will create community and regional retail opportunities. Each residential village within Kaloko Makai will have a distinct core of either retail and office uses, or parks and schools. Kaloko Makai's location between KOA and Kailua-Kona, thus in close proximity to existing employment centers and large, mauka residential areas, creates successful opportunities for viable transit oriented development.

3. It Shall Take Into Consideration Availability of Basic Services Such as Schools, Parks, Wastewater Systems, Solid Waste Disposal, Drainage, Water, Transportation Systems, Public Utilities, and Police and Fire Protection.

The development of primary infrastructure to support Kaloko Makai will begin immediately upon acquisition of the necessary land use entitlements, including the requested reclassification. A more detailed discussion of the planned infrastructure and existing area services will be provided in the EIS.

a. Schools.

Kealakehe Elementary, Intermediate and High Schools are located approximately 2 miles southeast of the Property. In addition to the existing schools, Petitioner intends to set aside approximately 40 acres of land within the Property for the development of an elementary and middle school.

b. Parks.

There are numerous State and County parks and private, semi-private, and resort-owned golf courses within the vicinity of Kaloko Makai. Nevertheless, Petitioner intends to set aside approximately 65 acres of land within Kaloko Makai for parks, plus an additional 150 acre native dryland forest within Parcel 28 to remain as open space.

Area parks include the Old Kona Airport State Park, which is the only full-service active recreational park in the region, and contains 5 baseball fields, 2 soccer fields, 2 football fields, 4

tennis courts, gym facilities with a full-sized basketball court and multi-purpose room. Other State parks in Kona include Kealakekua Bay Historic Park, Kekaha Kai State Park, Keolonahihi State Historic Park, and Napoopoo Beach Park. Kealakehe High School's fields are also close to the Petition Area.

County parks include Disappearing (White) Sands Beach Park, Hookena Beach Park, Kahaluu Beach Park, Manini Point (Napoopoo), Milolii Beach Park, and Pahoehoe Beach Park. The Kona Community Aquatic Center, administered by the County of Hawaii, provides facilities for lap swimming, and also includes a water-play area for young children.

The 1,178-acre Kaloko-Honokohau National Historical Park, located south of the Property and makai of Queen Kaahumanu Highway, is administered by the National Park Service. The Park contains extensive natural and cultural resources, such as archaeological sites, wetlands and fishponds, and is designated as a national historical landmark.

c. Wastewater.

The Kealakehe Wastewater Treatment Plant ("KWWTP") is located approximately 1.5 miles south of the Property and makai of Queen Kaahumanu Highway. It is anticipated that Kaloko Makai will connect to the County's wastewater system and be served by KWWTP. However, Petitioner may explore development of a wastewater treatment plant for Kaloko Makai, and if so will address that development within the EIS.

d. Solid Waste.

Solid waste from the region is disposed of at the County of Hawaii's Puu Anahulu Landfill located approximately 18 miles north of the Property. The Puu Anahulu Landfill is a modern, state-of-the-art facility operated by the County with management assistance from Waste Management of Hawaii, Inc. As of 2002, Puu Anahulu Landfill had more than 12,000,000 cubic yards of permitted air space, which should accommodate the current waste stream from West

Hawaii for about 40 years. Development of Kaloko Makai will include waste diversion and reduction facilities and recycling will be encouraged.

e. Drainage.

The construction and operation of Kaloko Makai is anticipated to impact nearby surface and near shore coastal waters. However, Kaloko Makai's drainage system will be designed to minimize impacts to near shore coastal waters. Water quality treatment and detention basins will be built to prevent runoff and sedimentation from impacting surface water resources. Innovative and more natural ways to handle drainage improvements will be sought, and all such improvements will comply with the County drainage standards.

f. Water.

Potable water may be provided by the County of Hawaii Department of Water Supply ("DWS") from its North Kona Water System. The DWS does not currently serve the undeveloped Property, although 3 DWS potable water reservoirs are located adjacent to the Property. It is anticipated that full development of Kaloko Makai will require additional water source, storage and transmission facilities which, if developed, would be dedicated to DWS.

g. Transportation Systems.

The Petition Area is well served by various roadways. Major roadways that provide access to the Property include Queen Kaahumanu Highway, Hina Lani Street, and Mamalahoa Highway (Hawaii Belt Road), with primary access being from Queen Kaahumanu Highway at its intersection with Hina Lani Street.

Approximately 375 feet mauka of Queen Kaahumanu Highway, Hina Lani Street intersects with Kanalani Street, a two-way, two-lane County roadway providing north-south access through the existing Kaloko Industrial Park. Approximately 2,000 feet mauka of Queen Kaahumanu Highway, Hina Lani Street intersects with Kamanu Street, a two-way, two-lane

County roadway traversing in a north-south direction through the existing Kaloko Industrial Park.

h. Public Utilities.

Kaloko Makai will be served by a variety of public utilities. It is anticipated that electrical service will be provided by Hawaii Electric Light Company, telephone service will be provided by Hawaiian TelCom, and cable television service will be provided by Oceanic/Time-Warner Cable.

i. Police and Fire Protection.

Kaloko Makai will be served by the Kealahou Police Station, located on Queen Kaahumanu Highway less than 2 miles south of the Property. This Station has a force of 45 uniformed officers, with ten patrol units assigned to each of the three watches within a 24-hour period. There is also a small substation in Captain Cook for South Kona. At full development, Kaloko Makai will likely cause a need for additional police staffing and a possible expansion of police protection facilities.

Fire protection service for Kaloko Makai will be provided by the Kailua-Kona Fire Station, located approximately 3.6 miles southeast of the Property. This Station has a ladder truck, tanker, rescue boat, and an Emergency Medical Service ambulance. There is also a volunteer-operated fire station along Mamalahoa Highway that provides back-up support to the Kailua-Kona Fire Station. Other fire stations are located in South Kohala, Waikoloa, and Keauhou. Development of Kaloko Makai will include a water system that meets with the County standards for hydrant spacing and fire flow requirements. Access roads within Kaloko Makai will be capable of supporting the County's Fire Department vehicles.

4. It Shall Take Into Consideration Sufficient Reserve Area for Foreseeable Urban Growth.

Most of the Petition Area is designated Urban Expansion (UE) under the County General Plan LUPAG Map, except for that portion of Parcel 28 containing the native dryland forest, which is designated Conservation (Con) under the LUPAG Map. See Figure 5-3 of the EISPN. Thus, the Property has been selected for foreseeable Urban growth. At approximately 1,142.165 acres, Kaloko Makai is anticipated to provide 5,000 residential units as well as mixed uses, including centralized and neighborhood commercial centers. Reclassification for this master planned mixed-use development will discourage inappropriate Urbanization at small, scattered properties in the region.

5. It Shall Include Lands With Satisfactory Topography, Drainage, and Reasonably Free From the Danger of Any Flood, Tsunami, Unstable Soil Condition, and Other Adverse Environmental Effects.

The Petition Area is located within an area reasonably free from the danger of floods, tsunamis, unstable soils or other adverse environmental conditions. Under the Flood Insurance Rate Map ("FIRM") of the U.S. Federal Emergency Management Agency, the Property is within Zone X and determined to be outside the 500-year flood plain. The highly porous nature of the existing lava at the Property means that it is not subject to a disproportionately greater likelihood of floods resulting from heavy rainstorms. Due to its elevation and distance from the shore, Kaloko Makai is not subject to coastal hazards such as tsunamis.

The Property is in volcanic hazard zone Zone 4 according to the volcanic hazard map of the Island of Hawaii prepared by the U. S. Geological Survey. These Zones refer to the probability of coverage by lava flows, with Zone 1 being the highest hazard and Zone 9 being the lowest.

The Island of Hawaii is susceptible to seismic activities originating in fault zones under and adjacent to it, and two fault zones have been identified in South Kona. The Uniform Building Code ("UBC") prepared by the International Conference of Building Officials recommends that the Island of Hawaii meet the UBC standards for Seismic Zone 4 (the rating system is based on a scale of 1 to 4, with 4 having the highest risk of seismic activity). The Hawaii County Building Code requires that all new structures be designed to resist forces to seismic Zone 4 standards. Given the time frame for the development of Kaloko Makai, it is likely that structures will have to conform to the requirements of the International Conference of Building Officials. Structures designed under this code must resist seismic design loads based on the seismic importance factor, seismic use group, mapped structural response accelerations, Ss and S1, seismic design category, and other factors corresponding to the specific location and characteristics of the building under consideration.

6. Land Contiguous With Existing Urban Areas Shall be Given More Consideration Than Non-Contiguous Land, and Particularly When Indicated for Future Urban Use on State or County General Plans.

The Petition Area is contiguous with Urban land to the north, south and east, and is separated by one parcel from the Urban land makai of Queen Kaahumanu Highway. Approximately 190 acres of Urban land are located within Parcel 25 of the Property. The Petition Area has been designated for urban uses on the County General Plan LUPAG Map. See Figure 5-3 of the EISPN.

7. It Shall Include Lands in Appropriate Locations for New Urban Concentrations and Shall Give Consideration to Areas of Urban Growth as Shown on the State and County General Plans.

The Petition Area is appropriate for new Urban concentrations. This is evident in light of its close proximity to Kailua-Kona and KOA. Furthermore, in addition to the LUPAG Map

Urban Expansion designation, the Property is designated on the Keahole to Kailua Development Plan for Urban Expansion, Residential Village and Golf Course uses.

8. It May Include Lands Which Do Not Conform to the Standards in Paragraphs (1) to (5) of § 15-15-18 of the LUC Rules: (A) When Surrounded by or Adjacent to Existing Urban Development; and (B) Only When Those Lands Represent a Minor Portion of This District.

Petitioner believes the Petition Area conforms with the standards in paragraphs (1) to (5) of § 15-15-18 of the LUC Rules. Additionally, the Petition Area is within an area of existing and planned urban development.

9. It Shall Not Include Lands, the Urbanization of Which Will Contribute Toward Scattered Spot Urban Development, Necessitating Unreasonable Investment in Public Infrastructure or Support Services.

Urbanization of the Petition Area will not contribute to scattered spot Urban development. As explained above, and throughout the Petition, the Petition Area is designated Urban Expansion on the LUPAG Map and is well serviced by existing roadways and utilities. In addition to existing services, Petitioner intends to construct substantial infrastructure within Kaloko Makai. Granting of the requested reclassification will promote Urban in-fill development and allow other lands, located further away from Kailua-Kona and KOA, to be maintained within their present State Land Use classifications.

10. It May Include Lands With a General Slope of Twenty Per Cent or More if the Commission Finds That Those Lands are Desirable and Suitable for Urban Purposes and That the Design and Construction Controls, as Adopted by any Federal, State, or County Agency, are Adequate to Protect the Public Health, Welfare and Safety, and the Public's Interests in the Aesthetic Quality of the Landscape.

The Petition Area has a relatively uniform slope, ranging from 5 to 8 percent.

VI. PETITIONER'S PROPERTY INTEREST IN THE SUBJECT PROPERTY

§ 15-15-50(c)(5): The petitioner's property interest in the subject property. The petitioner shall attach as exhibits to the petition the following: (A) A true copy of the deed, lease, option agreement, or

other document conveying to the petitioner a property interest in the subject property; (B) If the petitioner is not the owner in fee simple of the subject property, written authorization of the fee owner to file the petition; and (C) An affidavit of the petitioner or its agent attesting to its compliance with section 15-15-48;

Petitioner's property interest in the Petition Area is as fee owner as Tenants in Common with Kaloko Properties Corp. under that certain Warranty Deed attached hereto as Petitioner's **Exhibit 2**. Petitioner has obtained written authorization from Kaloko Properties Corp. to file this Petition. See Kaloko Properties Corp. Fee Owner Authorization attached hereto as Petitioner's **Exhibit 3**.

Attached hereto as Petitioner's **Exhibit 6** and incorporated herein by reference is the affidavit of Petitioner's authorized agent attesting to its compliance with § 15-15-48 of the LUC Rules.

VII. **DESCRIPTION OF DEVELOPMENT PLAN**

§ 15-15-50(c)(6): Type of use or development being proposed, including without limitation, a description of any planned development, residential, golf course, open space, resort, commercial, or industrial use;

Petitioner intends to develop an approximately 1,142.165 acre master planned community called Kaloko Makai proposed to contain 5,000 single- and multi-family residential units, centralized and neighborhood commercial centers, recreational facilities, schools and associated infrastructure.

Kaloko Makai will utilize regionally expressive, traditional Hawaiian architectural style, incorporating design elements that are human in scale, climatically appropriate and environmentally sensitive. Prominent roof massing, unique patterned details, local craftsmanship, high quality materials and finishes, will produce a simple yet humble elegance to

the community's architectural expression. Variations in building materials and landscape themes will create dynamic streetscapes and diversity throughout Kaloko Makai.

Front porches will be a defining feature of Kaloko Makai, thereby promoting neighborhood interaction, and maximizing and enhancing the indoor-outdoor Kona style of living. Rear lanais will function as outdoor living spaces and as connections to pathways, neighbors, and community amenities.

Kaloko Makai will have a mauka to makai orientation and will feature 4 distinct neighborhood villages, each offering a variety of product types and densities. Each village will have its own distinct core of either retail and office uses, or parks and schools uses. In addition, one village will include a larger town center intended to be the main town center for the entire Kaloko Makai project. The neighborhood villages will be woven together by a system of pedestrian scaled streets and trails connecting all villages to create one distinct community with a cohesive character and identity.

The residential component of Kaloko Makai may include up to 5,000 units of varying product types, from single family residences to affordable multi-family homes, to serve a variety of markets. This diversity will help to create living opportunities for everyone at Kaloko Makai. *See* EISPN Figure 2-1, Conceptual Land Use Plan.

Low density areas will consist of residential uses, with ancillary community and public uses, and neighborhood and convenience-type commercial uses, with a projected overall density up to 6 units per acre. Medium density areas will consist of village and neighborhood commercial uses with single-family and multiple-family residential and will be developed with a projected overall density up to 35 units per acre.

Approximately 120 acres within Kaloko Makai will be established for commercial mixed-use areas. These commercial uses will crease community and regional retail opportunities. The main community town center located within one of the neighborhood villages will provide a vibrant and unique social environment where residents and visitors of Kaloko Makai can gather for civic and community activities.

The Kaloko Makai land plan integrates the natural features of the area, including the preservation of a historic trail (the Road to the Sea) as a neighborhood connecting pedestrian way, and the conservation of a 150 acre native dryland forest located within the south portion of the Petition Area. Petitioner will ensure development of Kaloko Makai will take into account the respect of native Hawaiian beliefs, history, values and stories associated with these lands and the natural resources located therein. In addition, significant archaeological and cultural sites that may be identified during the EIS process for preservation will be integrated into the land plan. Archaeological and cultural sites noted for preservation will be protected and maintained with appropriate treatment and buffers.

Open space and pedestrian links will be major components of Kaloko Makai. Tree-lined residential streets will provide pedestrian connectivity to neighborhood commercial centers, the native dryland forest, neighborhood and community parks, adjacent residential neighborhoods and the natural trail system that winds throughout Kaloko Makai. Promoting connectivity will be one of the key design principles forming this unique place.

Kaloko Makai will include a range of community amenities. Approximately 40 acres of land will be set aside for an elementary and a middle school. Park sites planned for Kaloko Makai will exceed County standards.

VIII. **DENSITY & PROJECTED MARKET**

§ 15-15-50(c)(7): A statement of projected number of lots, lot size, number of units, densities, selling price, intended market, and development timetables;

Approximately 5,000 residential units are planned for Kaloko Makai. Final density will be determined under the Project District (PD) ordinance Petitioner intends to seek from the County of Hawaii after the Commission grants the reclassification requested in this Petition. However, preliminary density estimate anticipate overall density of up to 6 units per acre for the low-density areas, and up to 35 units per acre for the medium density areas.

Selling prices for units within Kaloko Makai will be determined based upon the information presented in marketing studies to be conducted in connection with the preparatin of the EIS. However, the intended development plan incorporates diversity of residential land uses, to include a range of options, from single-family residences to affordable multi-family homes. Additional details regarding density and the projected market for Kaloko Makai will be provided in the EIS.

IX. **FINANCIAL CONDITION AND FINANCING**

§ 15-15-50(c)(7): A statement describing the financial condition together with a current balance sheet and income statement, and a clear description of the manner in which the petitioner proposes to finance the proposed use or development. A petitioner, which is a state or county department or agency, shall be waived from this requirement;

Petitioner has the financial ability to develop Kaloko Makai. Evidence of Petitioner's financial condition is reflected in the current balance sheet and profit and loss statement attached hereto as Petitioner's **Exhibit 7** and incorporated herein by reference. Petitioner intends to finance the infrastructure improvements by obtaining financing through investor equity and

construction loans, and may also use proceeds from unit sales to fund later stages of the development.

Petitioner has not fully determined the estimated costs for the development of Kaloko Makai, but will provide that information in the EIS.

X. **DESCRIPTION OF THE PROPERTY AND SURROUNDING AREA**

§ 15-15-50(c)(8): Description of the subject property and surrounding areas, including the use of the property over the past two years, the present use, the soil classification, the agricultural lands of importance to the State of Hawaii classification (ALISH), the productivity rating, the flood and drainage conditions, and the topography of the subject property;

1. Description of Petition Area and Surrounding Areas.

The Petition Area is located within Parcels 17, 25, 26 and 28 and forms part of the approximately 1,142.165 acre Property proposed for development of Kaloko Makai.

Approximately 190 acres within Parcel 25 are currently within the Urban District and therefore, while part of the Property, it is not within the Petition Area. The entire Property is currently vacant and undeveloped. Except for the dryland forest in Parcel 28, most of the Property consists of large, barren masses of pahoehoe and aa lava and is overgrown with scrub vegetation consisting mostly of koa haole and fountain grass.

2. Soil Classification.

The soils within the Petition Area are classified by the U.S. Department of Agriculture Natural Resources Conservation Service as pahoehoe lava flows (rLW), aa lava flows (rLV), Kaimu extremely stoney peat (rKED), and Punaluu extremely rocky peat (rPYD). See EISPN, Figure 3-1.

Pahoehoe lava, which occurs over approximately 21 percent of the Property, is characterized by a billowy, glassy surface that is relatively smooth, although the surface may be

rough and broken in some areas, with hummocks and pressure domes. Aa lava, which occurs over approximately 37 percent of the Property, is characterized by hard, glassy pieces piled in tumbling heaps. No soil is contained in these lava flow areas, which are virtually devoid of vegetation. Pahoehoe and aa are unsuited for the cultivation of vegetation and commercial plants.

Kaimu extremely stoney peat covers approximately 6 percent of the Property and Punaluu extremely rocky peat cover approximately 36 percent of the Property. Kaimu extremely stony peat is comprised of very dark brown extremely stony peat about 3 inches thick and underlain by fragmental aa lava. Permeability is rapid, runoff is slow, and the erosion hazard is slight. The Punaluu extremely rocky peat is comprised of surface rock outcrops with medium-acid peat about 4 inches thick underlain by pahoehoe lava bedrock. Neither of these soil classifications are suitable for cultivation.

3. Agricultural Lands of Importance to the State of Hawaii.

According to the Agricultural Lands of Importance in the State of Hawaii map prepared by the State Department of Agriculture, approximately 6 percent of the Property is designated "Other" *i.e.*, not designated Prime or Unique Agricultural Lands, and the remainder of the Property is not project site is not considered Agricultural Lands of Importance. *See* EISPN, Figure 3-3.

4. Soil Productivity.

According to the Detailed Land Classification – Island of Hawaii prepared by the University of Hawaii Land Study Bureau, approximately 73 percent of the Property is rated E, Very Poor, which is the lowest productivity rating. Approximately 9 percent of the Property is rated D, Poor; the rest of the Property is not classified. *See* EISPN Figure 3-2.

5. Flood and Drainage.

Annual rainfall in the region is approximately 25 inches. The Property is within Firm Zone X and located outside of the 500 year flood plain. Development of Kaloko Makai is not anticipated to result in flooding on the Property or at lower elevation properties.

Natural drainage at the Property consists of rainfall percolating through the porous layers of lava into the ground-water table. There are no definable streams, natural drainageways or wetlands within, or in the immediate vicinity of, the Property.

The construction and operation of Kaloko Makai is anticipated to impact nearby surface and near shore coastal waters. Petitioner intends to use a drainage system that will be designed to minimize impacts to near shore coastal waters. Water quality treatment and detention basins will be built to prevent runoff and sedimentation from impacting surface water resources. Innovative and more natural ways to handle drainage improvements will be sought, and such improvements will comply with the County drainage standards. Additional details regarding drainage flows will be provided in the EIS.

6. Topography.

The Property has a relatively uniform slope that ranges from 5 to 8 percent. The lowest elevation of approximately 100 feet above mean sea level ("MSL") is found along the makai boundary. The mauka boundary reaches an elevation of about 700 feet above MSL. The surface area is irregular with localized mounds and depressions, typical of non-eroded lava flows.

XI. ASSESSMENT OF IMPACTS UPON RESOURCES

§ 15-15-50(c)(10): An assessment of the impacts of the proposed use or development upon the environment, agriculture, recreational, cultural, historic, scenic, flora and fauna, groundwater, or other resources of the area;

Petitioner anticipates the usual impacts associated with development of a project of this type, such as impacts on drainage, resources, flora and fauna, and visual resources. Both short-term and long-term impacts will be assessed and discussed in the EIS.

1. Environment.

Based upon the historical uses of the land within the Petition Area, development of Kaloko Makai, and the reclassification of the Petition Area from the Conservation and Agricultural Districts to the Urban District, is not expected to have a significant adverse affect on the environment.

a. Noise.

Ambient noise in the vicinity of Kaloko Makai is predominantly attributed to vehicular traffic along Queen Kaahumanu Highway and Hina Lani Street. Another source of ambient noise is the adjacent quarry operations located south of the Property. Aircraft operations at KOA also contribute ambient noise, but the Property is located outside of the 55 DNL (Day-Night Average Sound Level) noise contour. Construction noise, such as from the operation of construction equipment and vehicles, will be unavoidable during the construction of Kaloko Makai. A noise study will be conducted in conjunction with preparation of the EIS to assess project-related noise impacts, and to identify improvements to mitigate such impacts as may be required.

b. Air Quality.

Within the immediate vicinity of the Property vehicular-related emissions in the form of carbon monoxide are generated from traffic traveling along the nearby roadways. It is likely that elevated concentrations of vehicle emissions are confined to limited areas near the Queen Kaahumanu/Hina Lani Street intersection during periods of traffic back-up when dispersion conditions are poor. Ambient air quality levels are also likely to be periodically affected by dust

emissions generated from the quarry site south of the Property, as well as from the construction of nearby projects. An air quality study will be conducted in conjunction with the EIS to assess anticipated impacts from vehicular emissions, and to identify improvements to mitigate such impacts as may be required.

2. Agriculture.

Based upon the historical uses of the land within the Petition Area, development of Kaloko Makai, and the reclassification of the Petition Area from the Conservation and Agricultural Districts to the Urban District, is not expected to have an adverse impact on agriculture. Neither the Petition Area nor the entire Kaloko Makai site, contain soils well suited for agricultural production or considered to be lands of agricultural importance to the State of Hawaii.

3. Recreational.

Development of Kaloko Makai may enhance recreational resources in the area by providing additional parks, paths, trails and the 150 acre dryland forest to be kept as open space. Such additional recreational resources should help mitigate the anticipated drain on existing recreational resources caused by an increase in the number of area residents as a result of the development of Kaloko Makai. Petitioner will coordinate with the County of Hawaii Department of Parks and Recreation to ensure that community park requirements are met.

4. Cultural and Historic

An archaeological inventory survey will be conducted as part of the EIS to determine the presence of any archaeological or historic sites or features that may be located within the Property, and to identify any mitigative measures that may be required. A cultural impact assessment will also be conducted to assess the potential impacts on native Hawaiian cultural resources, practices and beliefs.

During construction of Kaloko Makai, in addition to the implementation of an approved archeological preservation and mitigation program, in the event any archaeological site is found during construction activities, all work will immediately cease, pending consultation with the State Department of Land and Natural Resources Historic Preservation Division. The treatment of any remains or artifacts will be in accordance with procedures established by the Hawaii Burial Council and the State Historic Preservation Division.

5. Scenic

Development of Kaloko Makai will alter existing views from Queen Kaahumanu Highway from underdeveloped lands to urban uses. However, most distant views of the upland slopes of Hualalai Volcano will not be impacted. Development of Kaloko Makai is not expected to have a significant adverse impact on the significant vistas identified in the County General Plan. Kaloko Makai will provide expansive makai views of the ocean and coastline from the higher elevations and along Hina Lani Street.

6. Flora and Fauna

A botanical survey of the project site was conducted by Isle Botanica (December 2006). The 3 main vegetation types at the Property are: 1) disturbed scrub dominated by *Leucaena luecocephala* (*koa haole*) in combination with *Pennisetum setaceum* (fountain grass) in the lower part of the Property, and with *Kalanchoë pinnatum* (air plant) and *Panicum maximum* (Guinea grass) in the upper part; 2) disturbed scrub dominated by *Schinus terebinthifolius* (Christmas Berry); and 3) relatively undisturbed dryland forest. No Federally listed endangered or threatened plant species were observed in the disturbed scrub areas.

The 150-acre native dryland forest within Parcel 28 is one of the last dryland forests still relatively free of introduced, alien grasses and cattle. This patch of forest was home to at least 4 endangered plant species 'aiea (*Nothcocestrum breviflorum*), ma'oloa (*Neraudia ovata*), *Cyperus*

faurieri, and hala pepe (*Pleomele hawaiiensis*). Twenty five native species were observed within the dryland forest, 11 of which are endemic to Hawaii, and 4 of which are Federally listed endangered species (3 found during previous surveys and only 1 during the December 2006 survey).

A biological survey of the Property was conducted by Rana Productions (September 2006). No avian species currently listed as endangered, threatened, or proposed for listing under either the federal or the State of Hawaii's endangered species programs were observed during the course of the survey. The indigenous Pacific Golden Plover (*Pluvialis fulva*) was observed during the survey. A number of other introduced birds including the Indian Gray Francolin, Common Myna, Japanese White-eye, House Finch, House Sparrow, Northern Cardinal and Java Sparrow are known to frequent the area. Mammals such as the mongoose (*Herpestes auropunctatus*), European house mouse (*Mus domesticus*), goats (*Capra h. hircus*), pigs (*Sus s. scrofa*), and feral cats (*Felis catus*) were also observed.

Development of Kaloko Makai is not expected to have a significant adverse impact on the floral resources at the Property, as the 150 acre dryland forest will be preserved. No significant adverse affect on fauna is anticipated as a result of development of Kaloko Makai. Additional details on the protection of botanical resources and a faunal survey will be included in the EIS.

7. Groundwater.

A groundwater resources and marine water quality assessment will be conducted as part of the EIS process to determine the anticipated impacts of Kaloko Makai on area groundwater resources and the hydrological connection to the ocean. In addition, the proposed development of Kaloko Makai will be looked at in connection with potential interference with the groundwater flow into wetlands and ponds at the Kaloko-Honokohau National Historical Park.

XII. AVAILABILITY OF PUBLIC SERVICES AND FACILITIES

§ 15-15-50(c)(11): Availability or adequacy of public services and facilities such as schools, parks, wastewater systems, solid waste disposal, drainage, water, transportation systems, public utilities, and police and fire protection, and to what extent any public agency would be impacted by the proposed development or reclassification;

Kaloko Makai is expected to generate additional demand on public services and facilities, including infrastructure such as transportation systems, potable water and electrical power. Development of Kaloko Makai will include mitigation measures to address some of these anticipated impacts. Additional information regarding the expected impacts on the availability of infrastructure and public services will be provided in the EIS.

1. Schools.

Kealakehe Elementary, Intermediate and High Schools are located approximately 2 miles southeast of the Property. Petitioner intends to set aside approximately 40 acres of land within the Property for the development of an elementary and middle school. The EIS will include a discussion on the estimated impacts on area schools from the development of Kaloko Makai and appropriate mitigation measures.

2. Parks.

There are numerous State and County parks within the vicinity of Kaloko Makai. There are also numerous private, semi-private, and resort-owned golf courses in the area which are also open to the public. Nevertheless, Petitioner intends to set aside approximately 65 acres of land within Kaloko Makai for parks, plus an additional 150 acres to remain as open space (the native dryland forest). The EIS will include a discussion on the estimated impacts on area parks from the development of Kaloko Makai and appropriate mitigation measures.

3. Wastewater.

KWWTP is located approximately 1.5 miles south of the Property and has sufficient existing and proposed capacity to service the proposed development of Kaloko Makai. It is anticipated that Kaloko Makai will connect to the County's wastewater system and be served by KWWTP. However, Petitioner may explore development of a private wastewater treatment plant for Kaloko Makai. A preliminary engineering report will be prepared for the EIS to determine the projected wastewater flow from Kaloko Makai, explore associated facilities that may be required in connection with development of Kaloko Makai and discuss estimated impacts and appropriate mitigation measures.

4. Solid Waste.

Solid waste from the region is disposed of at the County of Hawaii's Puu Anahulu Landfill located approximately 18 miles north of the Property. The EIS will include a discussion on the estimated impacts on solid waste disposal from the development of Kaloko Makai and appropriate mitigation measures, such as waste diversion and reduction facilities and recycling.

5. Drainage.

The construction and operation of Kaloko Makai is anticipated to impact nearby surface and near shore coastal waters. A preliminary engineering report will be prepared for the EIS to provide estimated impacts from drainage due to the development of Kaloko Makai. Appropriate mitigation measures will be discussed in the EIS.

6. Water.

Potable water for Kaloko Makai may be provided by the DWS. However, currently the Property is not served by DWS. It is anticipated that full development of Kaloko Makai will require additional water source, storage and transmission facilities. A preliminary engineering report will be prepared for the EIS to determine the projected water demands from the

development of Kaloko Makai, the estimated impacts from development on the water supply and appropriate mitigation measures.

7. Transportation Systems.

A Traffic Impact Assessment Report ("**TIAR**") will be prepared for the EIS. The TIAR will analyze potential traffic impacts on the roadway system within the vicinity of Kaloko Makai resulting from the proposed development. It will also include an analysis of traffic counts for existing and future conditions associated with project build-out. Level of Services, circulation patterns and mitigation measures will be addressed in the TIAR. The TIAR will identify appropriate mitigation measures, as may be required.

8. Public Utilities.

Electrical, telephone and cable services for the areas within the vicinity of Kaloko Makai are provided by Hawaii Electric Light Company, Inc., Hawaiian TelCom and Oceanic/Time-Warner Cable respectively. The EIS will include a discussion on the estimated electrical demands arising from development of Kaloko Makai and appropriate mitigation measures.

9. Police and Fire Protection and Medical Services.

Development of Kaloko Makai should not require an expansion of existing service areas for police and fire protection, but may cause a need for additional personnel. The Kealakehe Police Station is less than 2 miles south of the Property, and there is a substation located in Captain Cook. The Kailua-Kona Fire Station is located approximately 3.6 miles south of Kaloko Makai. Back-up support for that Station is provided by a volunteer-operated fire station on Mamalahoa Highway. Additional details regarding Kaloko Makai's impact on police and fire protection will be provided in the EIS.

Kaloko Makai is within the service area of the 94-bed Kona Community Hospital located in Kealahou, approximately 11 miles south of the Property. In addition, the North Hawaii

Community Hospital in Waimea has 50 beds and provides a full range of acute care services. Development of Kaloko Makai is anticipated to increase demand on these existing medical facilities.

XIII. ADJACENT USES/LAND USE DISTRICTS

§ 15-15-50(c)(12): Location of the proposed use or development in relation to adjacent land use districts and any centers of trading and employment;

Most of the Property is designated Urban Expansion (UE) under the LUPAG Map, except for that portion of Parcel 28 containing the native dryland forest, which is designated Conservation (Con) under the LUPAG Map. The Property is designated on the Keahole to Kailua Development Plan as Urban Expansion, Residential Village and Golf Course. The Property will be covered by the Kona Community Development, which is still being drafted.

State Land Use Urban District lands are located adjacent to the Property in the north, south and mauka directions. Land immediately makai of the Property and mauka of Queen Kaahumanu Highway is within the Conservation District, but on the makai side of Queen Kaahumanu Highway the land is Urban. A 190 acre portion of the Property located within Parcel 25 was reclassified to the Urban District by Commission Decision and Order dated February 28, 1985 in Docket No. A84-566.

The current zoning of the Property is primarily Agricultural (A-5a) (Parcels 25, 26 and 28), with Parcel 17 zoned by the County of Hawaii as Open. See Figure 5-4 of the EISPN. Petitioner intends to seek rezoning to the Project District. No portion of the Property is within the Special Management Area. See Figure 5-5 of the EISPN.

XIV. ASSESSMENT OF ECONOMIC IMPACTS

§ 15-15-50(c)(13): Economic impacts of the proposed reclassification, use, or development including, without limitation, the provisions of any impact on employment opportunities, and the potential impact to agricultural production in the vicinity of the subject property, and in the county and State;

Kaloko Makai should have beneficial impacts on employment and regional income during the construction phases, and once fully developed as a mixed use community. The development of retail, office and other commercial sites within Kaloko Makai will assist in providing new job opportunities for the Kona region. Due to the mixed uses that will be provided within Kaloko Makai, it is anticipated that some residents will find, or create, employment opportunities within the Property. Additional details regarding Kaloko Makai's economic impacts will be provided in the EIS.

Kaloko Makai is not expected to cause a significant impact on agricultural production in the area, County or State, as the Property has not been under agricultural production, and its soil conditions are not well suited for agricultural production.

XV. LOW INCOME HOUSING

§ 15-15-50(c)(14): If a residential development is proposed, a description of the manner in which the petitioner addresses the housing needs of low income, low-moderate income, and gap groups;

Petitioner intends to integrate affordable/workforce housing into the Kaloko Makai master plan, and will provide sufficient affordable housing units to meet the applicable requirements of the State and County of Hawaii.

XVI. ASSESSMENT OF NEED

§ 15-15-50(c)(15): An assessment of need for the reclassification based upon the relationship between the use or development proposed and other projects existing or proposed for the area and consideration of other similarly designated land in the area;

Kaloko Makai, a proposed master planned residential community with 5,000 residential units, commercial uses, parks, schools, and significant infrastructure, cannot be developed within the State Land Use Conservation or Agricultural Districts. Reclassification to the Urban District is necessary for development of Kaloko Makai, and is appropriate based upon other existing land uses in the vicinity.

Urban District lands that are contiguous to the Property are located to the north, south and east. To the west, or makai, Urban lands are found very nearby and on the makai side of Queen Kaahumanu Highway. Numerous commercial, light industrial and residential uses are located around the Petition Area, making it an appropriate place for Urban in-fill development. The Urban Expansion LUPAG Map designation further demonstrates the appropriateness of the requested reclassification.

XVII. ASSESSMENT OF CONFORMITY WITH STATE PLANS

§ 15-15-50(c)(16): An assessment of conformity of the reclassification to applicable goals, objectives, and policies of the Hawaii state plan, chapter 226, HRS, and applicable priority guidelines and functional plan policies;

The proposed reclassification is consistent with the goals, objectives and policies of the Hawaii State Plan ("HSP"), Chapter 226 HRS. The three overall themes to the HSP are: (1) individual and family self-sufficiency; (2) social and economic mobility; and (3) community or social well-being. HRS § 226-3. Kaloko Makai generally conforms to the themes of the HSP

and applicable priority guidelines and functional plans, but further discussion and description of its conformance with the HSP will be provided in the EIS.

XVIII. ASSESSMENT OF CONFORMITY WITH CZMA

§ 15-15-50(c)(17): An assessment of the conformity of the reclassification to objectives and policies of the coastal zone management program, chapter 205A, HRS

All lands within the State of Hawaii are within the coastal zone management area. Hawaii's Coastal Zone Management Program found in HRS Chapter 205A, establishes numerous objectives, policies and standards to regulate public and private uses in the coastal zone management area. The Property, including the Petition Area, is not located within the County's Special Management Area. Nevertheless, a discussion of the conformity of Kaloko Makai with the objectives and policies of HRS Chapter 205A will be included in the EIS.

XIX. ASSESSMENT OF CONFORMITY WITH COUNTY PLANS

§ 15-15-50(c)(18): An assessment of conformity of the reclassification to applicable county general plans, development or community plans, zoning designations and policies, and proposed amendments required;

The General Plan of the County of Hawaii, adopted in 2005, and amended in December 2006, is the policy document for the long range comprehensive development of the County of Hawaii. The General Plan includes the LUPAG Map, which shows the locations of various land uses in relation to each other. Approximately 13% of the Property is designated Conservation on the LUPAG Map, with the remainder designated Urban Expansion. Kaloko Makai's conformance with the goals, objectives and policies of the General Plan of the County of Hawaii will be discussed in the EIS.

The Hawaii County zoning designation for the Petition Area mostly Agricultural (A-5a), with Parcel 17 zoned Open (O). The development of Kaloko Makai includes land uses that are not permitted under the existing zoning designations. Subsequent to final action by the Commission in this Docket, Petitioner intends to seek to process a Change of Zone to have the Property rezoned to Project District (PD), which would be consistent with the proposed development.

XX. COMPLETION WITHIN TEN YEARS

§ 15-15-50(c)(19): Petitioners submitting applications for reclassification to the urban district shall also represent that development of the subject property in accordance with the demonstrated need therefore will be accomplished before ten years after the date of commission approval. In the event full urban development cannot substantially be completed within such period, the petitioner shall also submit a schedule for development of the total of such project in increments together with a map identifying the location of each increment, each such increment to be completed within no more than a ten-year period;

Petitioner's preliminary assessment is that development of Kaloko Makai will commence with the construction of infrastructure improvements, to begin immediately following receipt of all necessary land use approvals and permits. Petitioner proposes to develop the primary infrastructure systems necessary to accommodate substantial development within ten (10) years. Construction of residential units will be on a phased basis according to market demand, but delivery of the first residential homes is anticipated to occur in 2011. A more detailed discussion of the timing and phasing of Kaloko Makai will be provided in the EIS.

XXI. HAWAIIAN CUSTOMARY AND TRADITION RIGHTS

§ 15-15-50(c)(20): A statement addressing Hawaiian customary and traditional rights under Article XII, section 7 of the Hawaii State Constitution;

A cultural impact assessment will be conducted as part of the preparation of the EIS to assess the potential impacts of the development of Kaloko Makai on native Hawaiian cultural resources, practices, beliefs and the exercise of customary and traditional rights within the Petition Area and the Property.

XXII. WRITTEN COMMITMENTS

§ 15-15-50(c)(21): Any written comments received by the petitioner from governmental, non-governmental agencies, organizations, or individuals in regards to the proposed reclassification;

Petitioner has not received any written comments from governmental, non-governmental agencies, organizations, or individuals regarding the proposed reclassification.

XXIII. NOTIFICATION OF PETITION FILING

§ 15-15-50(c)(22): A copy of the notification of petition filing pursuant to subsection (d).

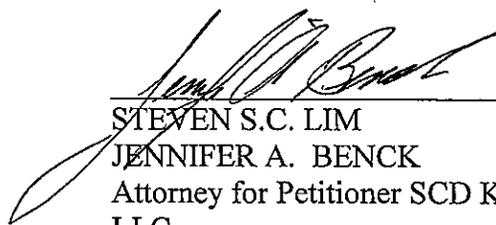
Attached hereto as Petitioner's **Exhibit 8** and **Exhibit 9** respectively, and incorporated herein by reference, is a true and correct copy of the notification of the filing of this Petition, and the Affidavit of Jennifer A. Benck Attesting to the Service of the Notification of Petition Filing required under HAR § 15-15-50(d). In accordance with § 15-15-48(b) of the LUC Rules, Petitioner shall serve copies of the Petition upon any potential intervenor upon receipt of a notice of intent to intervene under § 15-15-52(b) of the LUC Rules.

XXIV. CONCLUSION

Development of Kaloko Makai will allow for a variety of new housing opportunities to be offered to residents of the Island of Hawaii. Development of this master planned mixed use community will also provide centralized and neighborhood commercial centers, recreational facilities, schools and associated infrastructure. The requested Urban reclassification is necessary for the development of Kaloko Makai.

Based on the foregoing, Petitioner respectfully requests that the Commission find that the Petition complies with the necessary requirements of a petition for boundary amendment pursuant to LUC Rules § 15-15-50. Petitioner also respectfully requests that the Commission find that the proposed development of the Petition Area meets with the standards for determining the Urban District boundaries pursuant to § 15-15-18 of the LUC Rules, and therefore grant the reclassification of the Petition Area from the Conservation and Agricultural Districts to the Urban District.

DATED: Honolulu, Hawaii, December 28, 2007.



STEVEN S.C. LIM
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Attorney for Petitioner SCD KALOKO MAKAI,
LLC

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

DOCKET NO. A07-778

In the Matter of the Petition of

SCD KALOKO MAKAI, LLC

To Amend the Conservation and Agricultural Land Use District Boundaries into the Urban Land Use District for certain lands situate at Kaloko, North Kona, Island and County of Hawaii, State of Hawaii; consisting of approximately 952.165 acres, Tax Map Key Nos. (3) 7-3-009: 017, (3) 7-3-009: 025 (por.), (3) 7-3-009: 026 and (3) 7-3-009: 028

VERIFICATION OF JENNIFER A. BENCK

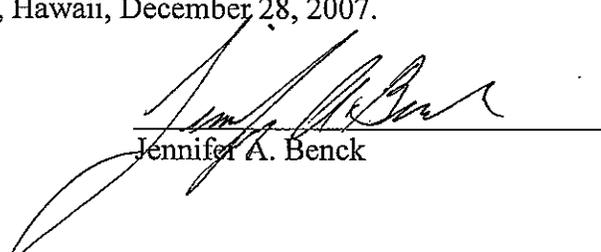
I, JENNIFER A. BENCK declare that:

1. I am the attorney for the applicant in the above captioned matter;
2. I have read the Petition for Land Use District Boundary Amendment dated

December 28, 2007, know the contents thereof, and that the contents therein contained are true to the best of my knowledge, information and belief;

3. I declare under penalty of law that the foregoing is true and correct.

DATED: Honolulu, Hawaii, December 28, 2007.



Jennifer A. Benck

**PETITIONER'S EXHIBIT 1 - Environmental Impact Statement
Preparation Notice**

PLEASE SEE SEPARATELY BOUND BOOKLET

PETITIONER'S EXHIBIT 2 - Warranty Deed



R-921 STATE OF HAWAII
 BUREAU OF CONVEYANCES
 RECORDED
 SEP 15, 2006 09:30 AM
 Doc No(s) 2006-169936



/s/ CARL T. WATANABE
 REGISTRAR OF CONVEYANCES

20 1/2 29

CTax (30): \$60000.00

LAND COURT SYSTEM

REGULAR SYSTEM

AFTER RECORDATION, RETURN TO:

RETURN BY: MAIL PICKUP

SCD KALOKO MAKAI, LLC
 1100 Alakea Street, 27th Floor
 Honolulu, Hawaii 96813
 Attention: Gary R. Phillips



RS-1
 6811009204-CM

Total pages: 14

Tax Map Key Nos. (3) 7-3-009: 017, 025, 026 and 028 (por.)

WARRANTY DEED

THIS WARRANTY DEED, made as of September 6, 2006 by **KALOKO PROPERTIES CORP.**, a Hawaii corporation (formerly known as Mid Corporation), whose address is 1585 Kapiolani Blvd., Ste 910, Honolulu, Hawaii 96814, hereinafter called the "Grantor", in favor of **KALOKO PROPERTIES CORP.**, a Hawaii corporation, whose address is 1585 Kapiolani Blvd., Ste 910, Honolulu, Hawaii 96814, and **SCD KALOKO MAKAI, LLC**, a Hawaii limited liability company, whose address is 1100 Alakea Street, 27th Floor, Honolulu, Hawaii 96813, hereinafter collectively called the "Grantee",

WITNESSETH THAT:

THAT for TEN DOLLARS (\$10.00) and other valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee, in the following proportions and estates, all of that certain real property described in Exhibit "A", attached hereto and made a part hereof:

KALOKO PROPERTIES CORP., a Hawaii corporation, as Tenant in Severalty, as to an undivided 50% interest, and

SCD KALOKO MAKAI, LLC, a Hawaii limited liability company, as Tenant in Severalty, to an undivided 50% interest,

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AND as between the Grantee **KALOKO PROPERTIES CORP.**, and the Grantee **SCD KALOKO MAKAI, LLC**, as **TENANTS IN COMMON** in and to the whole.

And the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interest of the Grantor, both at law and in equity, therein and thereto;

TO HAVE AND TO HOLD the same, together with all buildings, improvements, rights, easements, privileges and appurtenances thereon and thereunto belonging or appertaining or held and enjoyed therewith, unto the Grantee according to the tenancy set forth above, forever.

AND, GRANTOR does hereby covenant and agree to and with Grantee that Grantor is lawfully seised of the Property for an estate in fee simple; that Grantor has good right to convey and to sell the Property; and that the Property is free and clear from all encumbrances, except as is set forth in **Exhibit "A"** and except for current real property taxes and improvement district assessments, if any, which are to be prorated as of the date of recording of this instrument; and that Grantor will **WARRANT AND DEFEND** the same unto Grantee against the lawful claims and demands of all persons, except as aforesaid.

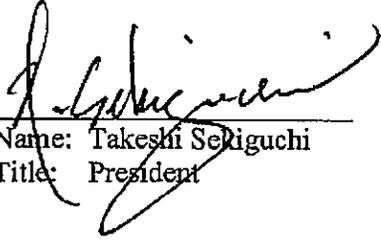
All covenants herein are covenants running with the land hereby conveyed and shall be binding upon and shall inure to the benefit of the respective heirs, personal and legal representatives, successors, successors in trust and assigns of the parties hereto, according to the context thereof. The terms "Grantor" and "Grantee", as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, the singular or plural number, individuals or corporations and their and each of their respective successors, successors in trust, heirs, legal representatives and permitted assigns, according to the context thereof, and that if these presents shall be signed by two (2) or more Grantors or Grantees, all covenants of such parties shall be and for all purposes deemed to be joint and several.

This instrument may be executed in several counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same instrument, binding all of the parties hereto, notwithstanding that all of the parties are not signatory to the original or the same counterparts. For all purposes, including, without limitation, recordation, filing and delivery of this instrument, duplicate unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

IN WITNESS WHEREOF, the Grantor has executed these presents on the day and year first above written.

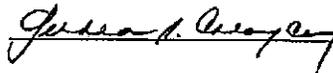
KALOKO PROPERTIES CORP.,
a Hawaii corporation

By


Name: Takeshi Sediguchi
Title: President

STATE OF HAWAII)
)SS:
CITY AND COUNTY OF HONOLULU)

On this 6th day of September, 2006, before me appeared TAKESHI SEKIGUCHI, to me personally known (or proved to me on the basis of satisfactory evidence), who, being by me duly sworn, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Print or Type Name: Geraldine Calaycay

Notary Public, State of Hawaii

My commission expires: 9/6/2007

EXHIBIT "A"

PARCEL FIRST:

ALL of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent Grant Number 2942 to Hulikoa and Royal Patent Number 8214, Land Commission Award Number 7715, Apana 11 to Lota Kamehameha), situate, lying and being at Kohanaiki and Kaloko, North Kona, Island and County of Hawaii, State of Hawaii, being LOT 7-A-1, and thus bounded and described as per survey of Rodney M. Kawamura, Licensed Professional Land Surveyor, with Hilo Engineering, Inc., dated November 15, 1994, to-wit:

BEGINNING at the Southeast corner of this parcel of land, also being the Southwest corner of Lot 7-B-1 on the North side of Hina-Lani Drive, the coordinates of said point of beginning referred to Government Survey Triangulation Station "MOANUIAHEA" being 16,918.55 feet South and 20,586.11 feet West and running by azimuths measured clockwise from true South:

Following along Hina-Lani Drive on a curve to the left with a radius of 2,540.00 feet, the chord azimuth and distance being:

- | | | | | | |
|----|------|-----|-------|----------|---|
| 1. | 88° | 32' | 28.9" | 2,235.24 | feet; |
| 2. | 62° | 26' | 13" | 512.91 | feet along the North side of Hina-Lani Drive; |
| 3. | 152° | 26' | 13" | 241.00 | feet along Lot 7-A-2; |
| 4. | 62° | 26' | 13" | 227.46 | feet along Lot 7-A-2; |

Thence along Lot 7-A-2 on a curve to the right with a radius of 6,500.00 feet, the chord azimuth and distance being:

- | | | | | | |
|---|------|-----|-------|--------|-------|
| 5 | 331° | 33' | 02.8" | 211.00 | feet; |
|---|------|-----|-------|--------|-------|

Thence along Lot 7-A-2 on a curve to the left with a radius of 6,500.00 feet, the chord azimuth and distance being:

- | | | | | | |
|----|------|-----|-------|--------|---|
| 6. | 287° | 27' | 31.9" | 42.44 | feet; |
| 7. | 62° | 26' | 13" | 434.10 | feet along the North side of Hina-Lani Drive; |

Thence along Queen Kaahumanu Highway on a curve to the left with a radius of 6,096.00 feet, the chord azimuth and distance being:

- | | | | | | |
|----|------|-----|-------|--------|-------|
| 8. | 151° | 06' | 36.1" | 352.30 | feet; |
|----|------|-----|-------|--------|-------|

- | | | | | | |
|-----|------|-----|-----|----------|---|
| 9. | 149° | 27' | 15" | 3,378.96 | feet along the East side of Queen Kaahumanu Highway; |
| 10. | 271° | 50' | 20" | 4,209.12 | feet along Parcel 13; |
| 11. | 343° | 47' | 00" | 1,761.89 | feet along Lot 7-B-1; |
| 12. | 331° | 39' | 45" | 916.35 | feet along Lot 7-B-1 to the point of beginning and containing an area of 224.429 acres, more or less. |

Being all the property described in the following:

FORECLOSURE DEED

Dated : September 29, 1997
 Recorded : October 10, 1997 in the Bureau of Conveyances, State of Hawaii, as Document No. 97-138120

Grantor : HARRY A. TAKAHASHI, Director of Finance for the County of Hawaii
 Grantee : MID CORPORATION, a Hawaii corporation

CORRECTION DEED

Dated : January 28, 1998
 Recorded : February 5, 1998 in the Bureau of Conveyances, State of Hawaii, as Document No. 98-015434

Grantor : HARRY A. TAKAHASHI, Director of Finance for the County of Hawaii
 Grantee : MID CORPORATION, a Hawaii corporation

PARCEL SECOND:

All of that certain parcel of land (being a portion of the land(s) described in and covered by Royal Patent Grant Number 2942 to Hulikoa at Kohanaiki, and Royal Patent Number 8214, Land Commission Award Number 7715, Apana 11 to Lota Kamehameha) situate, lying and being at Kaloko, District of North Kona, Island and County of Hawaii, State of Hawaii, described as Lot 7-B-1, area 360.131 acres, more or less, and commonly designated by Tax Map Key (3) 7-3-09-025.

Being all the property described in the following:

FORECLOSURE DEED

Dated : September 29, 1997
 Recorded : October 10, 1997 in the Bureau of Conveyances, State of Hawaii, as Document No. 97-138119

Grantor : HARRY A. TAKAHASHI, Director of Finance of the County of Hawaii
 Grantee : MID CORPORATION, a Hawaii corporation

CORRECTION DEED

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Dated : January 28, 1998
Recorded : February 5, 1998 in the Bureau of Conveyances, State of Hawaii, as Document No. 98-015433

Grantor : HARRY A. TAKAHASHI, Director of Finance for the County of Hawaii
Grantee : MID CORPORATION, a Hawaii corporation

PARCEL THIRD:

All of that certain parcel of land (being a portion of the land(s) described in and covered by Royal Patent Grant Number 2942 to Hulikoa at Kohanaiki, and Royal Patent Number 8214, Land Commission Award Number 7715, Apana 11 to Lota Kamehameha) situate, lying and being at Kaloko, District of North Kona, Island and County of Hawaii, State of Hawaii, described as Lot 7-C-1, area 193.324 acres, more or less, and commonly designated by Tax Map Key (3) 7-3-09-026.

Being all the property described in the following:

FORECLOSURE DEED

Dated : September 29, 1997
Recorded : October 10, 1997 in the Bureau of Conveyances, State of Hawaii, as Document No. 97-138121

Grantor : HARRY A. TAKAHASHI, Director of Finance for the County of Hawaii
Grantee : MID CORPORATION, a Hawaii corporation

CORRECTION DEED

Dated : January 28, 1998
Recorded : February 5, 1998 in the Bureau of Conveyances, State of Hawaii, as Document No. 98-015435

Grantor : HARRY A. TAKAHASHI, Director of Finance for the County of Hawaii
Grantee : MID CORPORATION, a Hawaii corporation

PARCEL FOURTH:

LOT B

Being a portion of Lot 7-C-2, being also a portion of Royal Patent 8214, Land Commission Award 7715, Apana 11 to Lota Kamehameha

Situate at Kaloko, North Kona, Island of Hawaii, Hawaii

Beginning at the Southwest corner of this parcel of land, being also the Southeast corner of Lot 7-D, the coordinates of said point of beginning referred to Government Survey Triangulation Station "MOANUIAHEA" being 19,393.62 feet South and 19,251.33 feet West, and running by azimuths measured clockwise from true South:

1. 151° 39' 45" 1,417.72 feet along Lot 7-D along the remainder of R. P. 8214, L. C. Aw. 7715, Apana 11 to Lota Kamehameha;
2. 241° 39' 45" 177.12 feet along Lot C (Road Reserve);
3. Thence along same, on a curve to the left with a radius of 530.00 feet, the chord azimuth and distance being:
229° 01' 24.5" 231.94 feet;
4. 216° 23' 04" 135.38 feet along the same;
5. Thence along same, on a curve to the right with a radius of 30.00 feet, the chord azimuth and distance being:
260° 27' 54" 41.74 feet;
6. Thence along the South side of Hina Lani Street, on a curve to the left with a radius of 1,840.00 feet, the chord azimuth and distance being:
295° 31' 54.5" 576.57 feet;
7. 15° 16' 20" 212.31 feet along Lot 7-C-3 along the remainder of R. P. 8214, L. C. Aw. 7715, Apana 11 to Lota Kamehameha;
8. 285° 16' 20" 259.00 feet along same;
9. 195° 16' 20" 224.96 feet along same;
10. Thence along the South side of Hina Lani Street, on a curve to the left with a radius of 1,840.00 feet, the chord azimuth and distance being:
249° 38' 53" 1,772.20 feet;
11. 220° 51' 35" 2,320.20 feet along the South side of Hina Lani Street;
12. Thence along same, on a curve to the right with a radius of 2,960.00 feet, the chord azimuth and distance being:
230° 39' 17.5" 1007.15 feet;
13. 332° 51' 01" 190.36 feet along Lot 7-C-A along the remainder of R. P. 8214, L. C. Aw. 7715, Apana 11 to Lota Kamehameha;
14. 242° 51' 01" 218.00 feet along same;
15. 152° 51' 01" 191.46 feet along same;
16. Thence along the South side of Hina Lani Street, on a curve to the right with a radius of 2,960.00 feet, the chord azimuth and distance being:
17. 342° 56' 05" 3,856.82 feet along the remainder of R. P. 8214, L. C. Aw. 7715, Apana 11 to Lota Kamehameha;
18. 85° 18' 10" 1,496.44 feet along the remainder of R. P. 7587, L. C. Aw. 11216, Apana 36 to M. Kekauonohi;

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- | | | | | | |
|-----|-----|-----|-------|----------|--|
| 19. | 80° | 50' | 45" | 803.20 | feet along same; |
| 20. | 80° | 42' | 45" | 2,036.20 | feet along same; |
| 21. | 80° | 46' | 14.7" | 2,558.32 | feet along same to the point of beginning and containing an area of 363.106 acres, more or less. |

Being a portion of the property described in the following:

FORECLOSURE DEED

Dated : September 29, 1997
 Recorded : October 10, 1997 in the Bureau of Conveyances, State of Hawaii, as Document No. 97-138122

Grantor : HARRY A. TAKAHASHI, Director of Finance for the County of Hawaii
 Grantee : MID CORPORATION, a Hawaii corporation

CORRECTION DEED

Dated : January 28, 1998
 Recorded : February 5, 1998 in the Bureau of Conveyances, State of Hawaii, as Document No. 98-015432

Grantor : HARRY A. TAKAHASHI, Director of Finance for the County of Hawaii
 Grantee : MID CORPORATION, a Hawaii corporation

NOTE: The records of the Department of Commerce and Consumer Affairs, State of Hawaii, discloses the change of name of MID CORPORATION to KALOKO PROPERTIES CORP.

SUBJECT, HOWEVER TO THE FOLLOWING:

1. Title to all minerals, and metallic mines reserved to the State of Hawaii.
2. AS TO PARCEL FIRST (LOT 7-A-1)
 - A. Abutter's rights of vehicle access, in favor of the State of Hawaii as acquired by Final Order of Condemnations, recorded January 19, 1972 in the Bureau of Conveyances, State of Hawaii, in Book 8068, Page 167, with Civil No. 1799, and recorded June 1, 1972 in the Bureau of Conveyances, State of Hawaii, in Book 8340, Page 72, with Civil No. 1796.
 - B. Terms, provisions and conditions, contained in that certain Certificate of Conditions dated March 22, 1985, recorded April 2, 1985 in the Bureau of Conveyances, State of Hawaii, in Book 18539, Page 407 herein referred to and the effect of any failure to comply with such terms, provisions and conditions.
 - C. A 30 feet wide drainage reserve, as shown on subdivision map prepared by Alden S. Kajioka, Licensed Land Surveyor, revised June 21, 1991, and in Warranty Deed dated

November 23, 1993, recorded November 23, 1993 in the Bureau of Conveyances, State of Hawaii, as Document No. 93-193953.

D. Restricted access rights except where access is permitted into and from Kaahumanu Highway, as shown on map prepared by Alden S. Kajioka, Licensed Land Surveyor, revised June 21, 1991, and in Warranty Deed dated November 23, 1993, recorded November 23, 1993 in the Bureau of Conveyances, State of Hawaii, as Document No. 93-193953.

E. An easement affecting that portion of said land and for the purposes stated herein and incidental purposes as provided in the following

Instrument	:	GRANT
Granted To	:	HAWAII ELECTRIC LIGHT COMPANY, INC.
For	:	A perpetual right and easement to construct, reconstruct, repair, maintain and operate pole and wire lines and/or underground lines, etc., for the transmission and distribution of electricity
Dated	:	April 29, 1985
Recorded	:	May 15, 1985 in the Bureau of Conveyances, State of Hawaii, in Book 18642, Page 133

F. Terms, provisions and conditions, contained in that certain License Agreement by MID CORPORATION, a Hawaii corporation, as Licensor and KALOKO COMMUNITY ASSOCIATION, a Hawaii non-profit corporation, as Licensee, dated May 8, 2002, recorded May 14, 2002 in the Bureau of Conveyances, State of Hawaii, as Document No. 2002-085011 herein referred to and the effect of any failure to comply with such terms, provisions and conditions.

3. AS TO PARCEL SECOND (LOT 7-B-1)

A. Terms, provisions and conditions, contained in that certain Certificate of Conditions dated March 22, 1985, recorded April 2, 1985 in the Bureau of Conveyances, State of Hawaii, in Book 18539, Page 407 herein referred to and the effect of any failure to comply with such terms, provisions and conditions.

B. A 30 feet wide drainage reserve, as shown on subdivision map prepared by Alden S. Kajioka, Licensed Land Surveyor, revised June 21, 1991, and in Warranty Deed dated November 23, 1993, recorded November 23, 1993 in the Bureau of Conveyances, State of Hawaii, as Document No. 93-193953.

4. AS TO PARCEL THIRD (LOT 7-C-1)

A. A 30 feet wide drainage reserve, as shown on subdivision map prepared by Alden S. Kajioka, Licensed Land Surveyor, revised June 21, 1991, and in Warranty Deed dated November 23, 1993, recorded November 23, 1993 in the Bureau of Conveyances, State of Hawaii, as Document No. 93-193953.

5. Covenants, Conditions and Restrictions, but omitting any covenants or restrictions if any, based upon race, color, religion, sex, handicap, familial status, or national origin unless and only to the extent that said covenant (a) is exempt under Title 42, Section 3607 of the United States Code or

(b) relates to handicap but does not discriminate against handicapped persons, as provided in an instrument.

Entitled : MASTER DECLARATION OF RESTRICTIVE COVENANTS
Dated : March 4, 1991
Recorded : April 2, 1991 in the Bureau of Conveyances, State of Hawaii, as Document No. 91-041779

Said Declaration was amended by the following instruments:

DATED:	RECORDED:	DOCUMENT NO.:
July 30, 1993	August 6, 1993	93-128138
April 10, 2003	April 11, 2003	2003-067549
May 26, 2004	May 28, 2004	2004-109443

6. Certificate of Assessment Lien dated June 28, 1991, recorded July 3, 1991 in the Bureau of Conveyances, State of Hawaii, as Document No. 91-090470, in favor of the County of Hawaii upon assessments made pursuant to Chapter 46, Hawaii Revised Statutes, as amended, and Chapter 12, Hawaii County Code 1983, as amended. Reference is made to Ordinance No. 91-55 for "Improvement District No. 17, Kaloko Subdivision", and all amendments, reports, maps, resolutions and consents appertaining thereto.

7. AS TO PARCEL FOURTH (LOT B)

- A. An easement affecting that portion of said land and for the purposes stated herein and incidental purposes as provided in the following

Instrument : GRANT OF EASEMENT
Granted To : HAWAII ELECTRIC LIGHT COMPANY, INC., a Hawaii corporation
For : Utility easement
Dated : July 19, 1995
Recorded : August 15, 1995 in the Bureau of Conveyances, State of Hawaii, as Document No. 95-105422

- B. Easement L-101
(For Landscape Purposes)

Being a portion of Lot B, being also a portion of Royal Patent 8214, Land Commission Award 7715, Apana 11 to Lota Kamehameha.

Situate at Kaloko, North Kona, Island of Hawaii, Hawaii.

Beginning at the Northeast corner of this easement, being also the Northwest corner of Lot 7-C-3 and on the South side of Hina Lani Street, the coordinates of said point of beginning referred to Government Survey Triangulation Station "MOANUIAHEA" being 18,042.32 feet South and 18,951.53 feet West, and running by azimuths measured clockwise from true South:

1. 151° 16' 20" 10.00 feet along Lot 7-C-3;
2. Thence along the remainder of Lot B, on a curve to the right with a radius of 1,850.00 feet, the chord azimuth and distance being:
115° 52' 22.25" 601.87 feet;
3. Thence along the East side of Lot C, on a curve to the right with a radius of 30.00 feet, the chord azimuth and distance being:
280° 37' 21.5" 24.33 feet;
4. Thence along the South side of Hina Lani Street, on a curve to the left with a radius of 1,840.00 feet, the chord azimuth and distance being:
295° 31' 54.5" 576.57 feet to the point of beginning and containing an area of 0.137 acre, more or less, as per survey of Wilfred Y.K. Chin, Licensed Professional Land Surveyor, Certificate No. 3499, dated October 25, 2005,

as set forth in an instrument entitled "KALOKO 8 ACRES SUBDIVISION METES AND BOUNDS DESCRIPTIONS TMK: (3) 7-3-09-028", recorded November 9, 2005 in the Bureau of Conveyances, State of Hawaii as Document No. 2005-229475.

C.

Easement L-103
(For Landscape Purposes)

Being a portion of Lot B, being also a portion of Royal Patent 8214, Land Commission Award 7715, Apana 11 to Lota Kamehameha.

Situate at Kaloko, North Kona, Island of Hawaii, Hawaii.

Beginning at the Northwest corner of this easement, being also the Northeast corner of Lot 7-C-4 and on the South side of Hina Lani Street, the coordinates of said point of beginning referred to Government Survey Triangulation Station "MOANUIAHEA" being 14,988.27 feet South and 15,546.68 feet West, and running by azimuths measured clockwise from true South:

1. Along the South side of Hina Lani Street, on a curve to the right with a radius of 2,960.00 feet, the chord azimuth and distance being:
254° 35' 06.2" 1,019.27 feet;
2. 342° 56' 05" 10.21 feet along the remainder of R. P. 8214, L. C. Aw. 7715, Apana 11 to Lota Kamehameha;

3. Thence along the remainder of Lot B, on a curve to the left with a radius of 2,950.00 feet, the chord azimuth and distance being:
74° 36' 28.85" 1,017.53 feet;
4. 152° 51' 01" 10.01 feet along Lot 7-C-4 to the point of beginning and containing an area of 0.235 acre, more or less, as per survey of Wilfred Y.K. Chin, Licensed Professional Land Surveyor, Certificate No. 3499, dated October 25, 2005.

as set forth in an instrument entitled "KALOKO 8 ACRES SUBDIVISION METES AND BOUNDS DESCRIPTIONS TMK: (3) 7-3-09-028", recorded November 9, 2005 in the Bureau of Conveyances, State of Hawaii as Document No. 2005-229475

D. Easement L-102
(For Landscape Purposes)

Being a portion of Lot B, being also a portion of Royal Patent 8214, Land Commission Award 7715, Apana 11 to Lota Kamehameha.

Situate at Kaloko, North Kona, Island of Hawaii, Hawaii.

Beginning at the Northeast corner of this easement, being also the Northwest corner of Lot 7-C-4 and on the South side of Hina Lani Street, the coordinates of said point of beginning referred to Government Survey Triangulation Station "MOANUIAHEA" being 15,088.73 feet South and 14,740.15 feet West, and running by azimuths measured clockwise from true South:

1. 332° 51' 01" 10.01 feet along Lot 7-C-4;
2. Thence along the remainder of Lot B, on a curve to the left with a radius of 2,950.00 feet, the chord azimuth and distance being:
50° 39' 03" 1,003.33 feet;
3. 40° 51' 35" 2,320.00 feet along the remainder of Lot B;
4. Thence along the remainder of Lot B, on a curve to the right with a radius of 1,850.00 feet, the chord azimuth and distance being:
69° 40' 1,782.88 feet;
5. 195° 16' 20" 10.08 feet along Lot 7-C-3;

6. Thence along the South side of Hina Lani Street, on a curve to the left with a radius of 1,840.00 feet, the chord azimuth and distance being:
249° 38' 53" 1,772.20 feet;
7. 220° 51' 35" 2,320.00 feet along the South side of HinaLani Street;
8. Thence along the South side of Hina Lani Street, on a curve to the right with a radius of 2,960.00 feet, the chord azimuth and distance being:
230° 39' 17.5" 1,007.51 feet to the point of beginning and containing an area of 1.190 acres, more or less, as per survey of Wilfred Y.K. Chin, Licensed Professional Land Surveyor, Certificate No. 3499, dated October 25, 2005,

as set forth in an instrument entitled "KALOKO 8 ACRES SUBDIVISION METES AND BOUNDS DESCRIPTIONS TMK: (3) 7-3-09-028", recorded November 9, 2005 in the Bureau of Conveyances, State of Hawaii as Document No. 2005-229475

END OF EXHIBIT "A"

PETITIONER'S EXHIBIT 3 - Fee Owner Authorization

FEE OWNER AUTHORIZATION

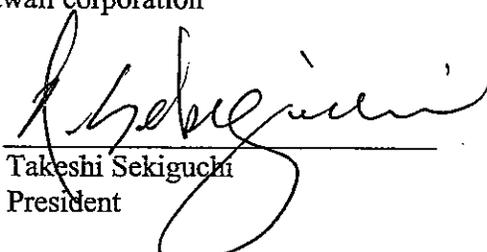
TO WHOM IT MAY CONCERN:

This will certify that **KALOKO PROPERTIES CORP.**, a Hawaii corporation, is the owner of certain real property situate at Kohanaiki and Kaloko, North Kona, Island and County of Hawaii, State of Hawaii, more particularly described hereinbelow.

KALOKO PROPERTIES CORP. hereby authorizes SCD KALOKO MAKAI, LLC, developer, and CARLSMITH BALL LLP, developer's attorney, to apply for all necessary permits and approvals relative to the development of said real property, including but not limited to applying for a State Land Use District Boundary Amendment and Change in Zoning of said property.

Dated: December 6, 2007.

KALOKO PROPERTIES CORP.,
a Hawaii corporation

By: 

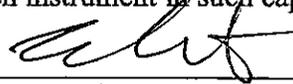
Takeshi Sekiguchi

Its: President

Tax Map Key Nos. (3) 7-3-009: 017, 025, 026 and 028

STATE OF HAWAII)
) SS.
CITY AND COUNTY OF HONOLULU)

On this 6th day of December, 2007, before me personally appeared **TAKESHI SEKIGUCHI**, to me personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn, did say that he is the President of **KALOKO PROPERTIES CORP.**, a Hawaii corporation, and that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

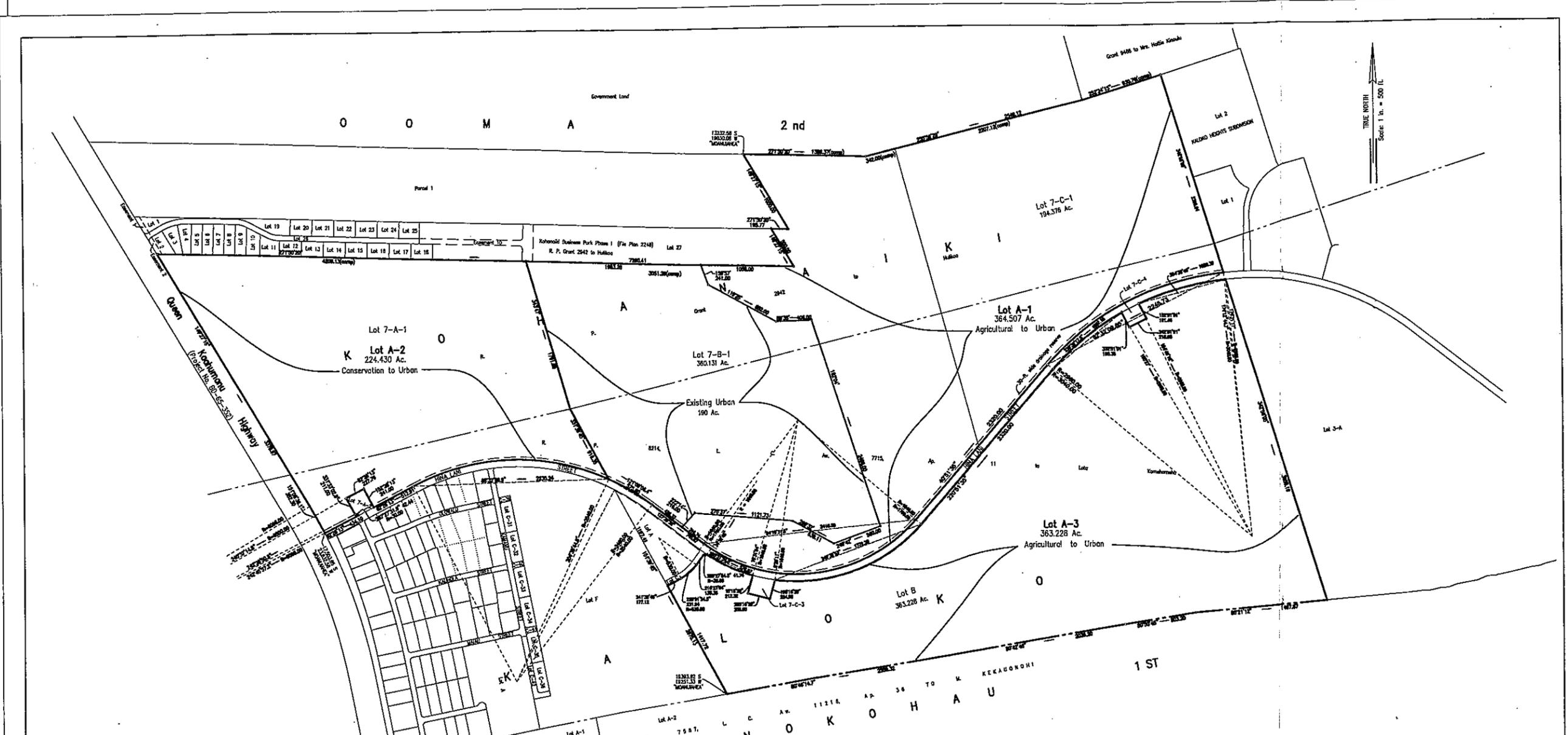


Name: Elton S. Kagimoto

Notary Public, State of Hawaii

My commission expires: 8/18/2010

PETITIONER'S EXHIBIT 4 - Survey Map



**SURVEY MAP SHOWING
PROPOSED KALOKO MAKAI
URBAN DISTRICT BOUNDARY AMENDMENT**

1. LOT A-1
BEING LOT 7-C-1 AND PORTION OF 7-B-1
BEING ALSO PORTIONS OF GRANT 2942 TO HULIKOA AND R. P. 8214, L. C. AW. 7715, AP. 11 TO LOTA KAMEHAMEHA

2. LOT A-2
BEING LOT 7-A-1
BEING ALSO PORTIONS OF GRANT 2942 TO HULIKOA AND R. P. 8214, L. C. AW. 7715, AP. 11 TO LOTA KAMEHAMEHA

3. LOT A-3
BEING LOT B
BEING ALSO A PORTION OF R. P. 8214, L. C. AW. 7715, AP. 11 TO LOTA KAMEHAMEHA

AT KOHANAKI AND KALOKO, NORTH KONA, ISLAND OF HAWAII, HAWAII

**PETITIONER'S
EXHIBIT 4**

Notes:
Coordinates referred to "MOANUAEHA"
Data compiled from Approved Subdivision Map number 6051- Revised, date: Dec. 21, 1992
County of Hawaii, Planning Department.



This work was prepared by me
or under my direct supervision

By Gary S. Takemoto
Licensed Professional Land Surveyor
Certificate Number 7946
License Expires 4/08

**PETITIONER'S EXHIBIT 5 - Metes and Bounds Description of
the Petition Area**

PROPOSED KALOKO MAKAI URBAN DISTRICT BOUNDARY AMENDMENT

Lot A-1

Being all of Lot 7-C-1 and a portion of Lot 7-B-1, being also portions of Grant 2942 to Hulikoa and R.P. 8214, L.C. Aw. 7715, Ap.11 to Lota Kamehameha.

Situate at Kohanaiki and Kaloko, North Kona, Island of Hawaii, Hawaii.

Beginning at the North corner of this parcel of land, being also the Northeast corner Parcel 1, the coordinates of said point of beginning referred to Government Triangulation Station "MOANUIAHEA" being 13,232.58 feet South and 19,030.08 feet West, thence running by azimuths measured clockwise from true South:

1. 271° 50' 20" 1,389.37 feet along Government Land;
2. 255° 56' 29" 2,549.12 feet along same;
3. 252° 24' 15" 930.76 feet along Grant 9468 to Mrs. Hattie Kinoulu;
4. 342° 56' 05" 2,366.84 feet along Lots 2 and 1 of Kaloko Heights Subdivision;
5. Thence along the Northerly side of Hina Lani Street on a curve to the left with a radius of 3,040.00 feet, the chord azimuth and distance being:
62° 32' 09.85" 2,245.73 feet;
6. 40° 51' 35" 2,320.00 feet along the Northerly side of Hina Lani Street;
7. Thence along the Northerly side of Hina Lani Street on a curve to the right with a radius of 1,760.00 feet, the chord azimuth and distance being:
84° 15' 31.5" 2,418.50 feet;
8. 127° 39' 28" 316.74 feet along the Northerly side of Hina Lani Street;
9. 222° 14' 216.00 feet along the remainder of Lot 7-B-1, along the remainder of R.P. 8214, L.C. Aw. 7715, Ap. 11 to Lota Kamehameha;
10. 275° 37' 1,121.73 feet along same;

- | | | | | |
|-----|------|---------|---------------|--|
| 11. | 299° | 32' | 539.11 feet | along same; |
| 12. | 249° | 42' | 560.00 feet | along same; |
| 13. | 162° | 04' | 2,486.00 feet | along the remainder of Lot 7-B-1,
along the remainders of R.P. 8214,
L.C. Aw. 7715, Ap. 11 to Lota
Kamehameha and Grant 2942 to
Hulikoa; |
| 14. | 88° | 38' | 406.00 feet | along the remainder of Lot 7-B-1,
along the remainder of Grant 2942 to
Hulikoa; |
| 15. | 119° | 25' | 882.00 feet | along same; |
| 16. | 159° | 57' | 241.00 feet | along same; |
| 17. | 271° | 50' 20" | 1,058.00 feet | along Lot 27 of Kohanaiki Business
Park Phase 1 (File Plan 2248), along
the remainder of Grant 2942 to
Hulikoa; |
| 18. | 149° | 27' 15" | 500.00 feet | along same; |
| 19. | 271° | 50' 20" | 195.77 feet | along Parcel 1, along the remainder of
Grant 2942 to Hulikoa; |
| 20. | 149° | 27' 15" | 1,000.00 feet | along same to the point of beginning and
containing an area of 364.507 acres. |

December 21, 2007
Honolulu, Hawaii



Gary S. Takamoto

Gary S. Takamoto
Licensed Professional Land Surveyor
Certificate Number 7946
License Expires 4/08

PROPOSED KALOKO MAKAI URBAN DISTRICT BOUNDARY AMENDMENT

Lot A-2

Being all of Lot 7-A-1, being also portions of Grant 2942 to Hulikoa and R.P. 8214, L.C. Aw. 7715, Ap.11 to Lota Kamehameha.

Situate at Kohanaiki and Kaloko, North Kona, Island of Hawaii, Hawaii.

Beginning at the Southwest corner of this parcel of land, being also on the Easterly side of Queen Kaahumanu Highway (Project No. BD-65-352) and on the Northerly side of Hina Lani Street, the coordinates of said point of beginning referred to the "MOANUIAHEA" being 17,503.65 feet South and 23,832.58 feet West, thence running by azimuths measured clockwise from true South:

1. Along the Easterly side of Queen Kaahumanu Highway (Project No. BD-65-352) on curve to the left with a radius of 6,096.00 feet, the chord azimuth and distance being: 151° 06' 36.1" 352.30 feet;
2. 149° 27' 15" 3,378.97 feet along same;
3. 271° 50' 20" 4,209.13 feet along Lots 2-18 (inclusive) and Lot 27 of Kohanaiki Business Park Phase 1 (File Plans 2248), along the remainder of Grant 2942 to Hulikoa;
4. 343° 47' 1,761.89 feet along Lot 7-B-1, along the remainder of Grant 2942 to Hulikoa;
5. 331° 39' 45" 916.35 feet along Lot 7-B-1, along the remainder of R.P. 8214, L.C. Aw. 7715, Ap. 11 to Lota Kamehameha;
6. Thence along the Northerly side of Hina Lani Street on a curve to the left with a radius of 2,540.00 feet the chord azimuth and distance being: 88° 32' 28.9" 2,235.24 feet;
7. 62° 26' 13" 512.91 feet along same;
8. 152° 26' 13" 241.00 feet along Lot 7-A-2, along the remainder of R.P. 8214, L.C. Aw. 7715, Ap. 11 to Lota Kamehameha;

PROPOSED KALOKO MAKAI URBAN DISTRICT BOUNDARY AMENDMENT

Lot A-3

Being Lot B, being also a portion of R.P. 8214, L.C. Aw. 7715, Ap.11 to Lota Kamehameha.

Situate at Kaloko, North Kona, Island of Hawaii, Hawaii.

Beginning at the Southwest corner of this parcel of land, being also the Southeast corner of Lot F, the coordinates of said point of beginning referred to Government Triangulation Station "MOANUIAHEA" being 19,393.62 feet South and 19,251.33 feet West, thence running by azimuths measured clockwise from true South:

1. 151° 39' 45" 1,417.72 feet along Lot F along the remainder of R.P. 8214, L.C. Aw. 7715, Ap.11 to Lota Kamehameha;
2. 241° 39' 45" 177.12 feet along Lot C (Road Reserve);
3. Thence along same, on a curve to the left with a radius of 530.00 feet, the chord azimuth and distance being:
229° 01' 24.5" 231.94 feet;
4. 216° 23' 04" 135.38 feet along same;
5. Thence along same, on a curve to the right with a radius of 30.00 feet, the chord azimuth and distance being:
260° 27' 54.5" 41.74 feet;
6. Thence along the South side of Hina Lani Street, on a curve to the left with a radius of 1,840.00 feet, the chord azimuth and distance being:
295° 31' 54.5" 576.57 feet;
7. 15° 16' 20" 212.32 feet along Lot 7-C-3, along the remainder of R.P. 8214, L.C. Aw. 7715, Ap. 11 to Lota Kamehameha;
8. 285° 16' 20" 259.00 feet along same;
9. 195° 16' 20" 224.96 feet along same;

10. Thence along the South side of Hina Lano Street, on a curve to the left with a radius of 1,840.00 feet, the chord azimuth and distance being:
249° 38' 53" 1,7220.20 feet;
11. 220° 51' 35" 2,320.00 feet along the South side of Hina Lina Street;
12. Thence along same, on a curve to the right with a radius of 2,960.00 feet, the chord azimuth and distance being:
230° 39' 17.5" 1,007.15 feet;
13. 332° 51' 01" 190.35 feet along Lot 7-C-4 along the remainders of R.P. 8214, L.C. Aw. 7715, Ap. 11 to Lota Kamehameha;
14. 242° 51' 01" 218.00 feet along same;
15. 152° 51' 01" 191.46 feet along same;
16. Thence along the South side of Hina Lani Street, on a curve to the right with a radius of 2,960.00 feet, the chord azimuth and distance being:
254° 35' 46" 1,020.39 feet
17. 342° 56' 05" 3,858.19 feet along Lot 3-A along the remainder of R.P. 8214, L.C. Aw. 7715, Ap. 11 to Lota Kamehameha;
18. 85° 21' 12" 1,497.87 feet along R.P. 7587, L.C. Aw. 11216, Ap. 36 to M. Kekauonohi;
19. 80° 50' 45" 803.20 feet along same;
20. 80° 42' 45" 2,036.20 feet along same;
21. 80° 46' 14.7" 2,588.32 feet along same to the point of beginning and containing an area of 363.228 acres.

December 21, 2007
Honolulu, Hawaii



Gary S. Takamoto
 Gary S. Takamoto
 Licensed Professional Land Surveyor
 Certificate Number 7946
 License Expires 4/08

**PETITIONER'S EXHIBIT 6 - Affidavit Attesting to Compliance
with § 15-15-48 of the LUC Rules
(Service of Petition for Land Use
District Boundary Amendment)**

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

DOCKET NO. A07-778

In the Matter of the Petition of

SCD KALOKO MAKAI, LLC

To Amend the Conservation and Agricultural Land Use District Boundaries into the Urban Land Use District for certain lands situate at Kaloko, North Kona, Island and County of Hawaii, State of Hawaii; consisting of approximately 952.165 acres, Tax Map Key Nos. (3) 7-3-009: 017, (3) 7-3-009: 025 (por.), (3) 7-3-009: 026 and (3) 7-3-009: 028

**AFFIDAVIT OF JENNIFER A. BENCK ATTESTING TO
SERVICE OF PETITION FOR LAND USE DISTRICT BOUNDARY AMENDMENT**

STATE OF HAWAII

COUNTY OF HAWAII

JENNIFER A. BENCK, being first sworn on oath, deposes and says that:

1. Affiant is one of the attorneys for Petitioner, SCD KALOKO MAKAI, LLC ("Petitioner"), is licensed to practice law in the State of Hawaii, is duly authorized to make this affidavit, and does so upon personal knowledge and belief.

2. This affidavit is made to comply with Section 15-15-50(c) (5) (C), Hawaii Administrative Rules ("HAR") for the State of Hawaii Land Use Commission ("Commission").

3. On December 28, 2007, Petitioner filed with the Commission a petition for a boundary amendment ("Petition") in Docket No. A07-778.

4. Pursuant to HAR Section 15-15-48(a), the foregoing Petition and Petitioner's Exhibits 1 through 9 of the Petition were duly served by certified mail or personally served to each of the following persons on December 28, 2007, addressed as follows:

DEL. MARY LOU KOBAYASHI
Office of Planning
State Office Tower, 6th Floor
235 South Beretania Street
Honolulu, Hawaii 96813

DEL. ABE MITSUDA
Office of Planning
State Office Tower, 6th Floor
235 South Beretania Street
Honolulu, Hawaii 96813

CERT. BRYAN YEE, Esq.
Deputy Attorney General
Hale Auhau, Third Floor
425 Queen Street
Honolulu, Hawaii 96813

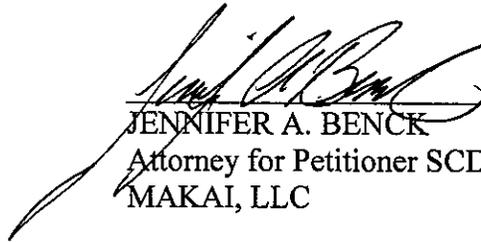
CERT. CHRISTOPHER J. YUEN, Director
Planning Department
County of Hawaii
101 Pauahi Street, Suite 3
Hilo, Hawaii 96720

CERT. LINCOLN ASHIDA, Esq.
Corporation Counsel
County of Hawaii
101 Aupuni Street, Suite 325
Hilo, Hawaii 96720-4262

CERT. PLANNING COMMISSION
c/o Planning Department
County of Hawaii
101 Pauahi Street, Suite 3
Hilo, Hawaii 96720

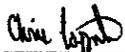
CERT. KALOKO PROPERTIES, CORP.
c/o Elton S. Kagimoto, Esq.
Four Waterfront Plaza, Suite 420
500 Ala Moana Blvd
Honolulu, HI 96813

Further affiant sayeth naught.



JENNIFER A. BENCK
Attorney for Petitioner SCD KALOKO
MAKAI, LLC

Subscribed and sworn to before me
this 28th day of December, 2007.

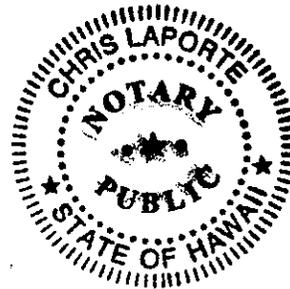


Notary Public, State of Hawaii

Chris Laporte

Printed Name

My commission expires: 11/13/09



PETITIONER'S EXHIBIT 7 - Balance Sheet and Profit and Loss Statement

SCD KALOKO MAKAI, LLC

Unaudited
Financial Statements
9-Months Ended September 30, 2007

Prepared for Internal Use Only

Alaska Corporate Tower
1100 Alakee Street, 27th Floor
Honolulu, Hawaii 96813

**PETITIONER'S
EXHIBIT 7**

SCD KALOKO MAKAI, LLC

Balance Sheet

As of September 30, 2007

	<u>Sep 30, 07</u>
ASSETS	
Current Assets	
Checking/Savings	
1200-0 · Cash in Bank	1,664.32
Total Checking/Savings	<u>1,664.32</u>
Other Current Assets	
1250-0 · Accounts Receivable-Other	2,000.00
Total Other Current Assets	<u>2,000.00</u>
Total Current Assets	3,664.32
Other Assets	
1400-0 · Work in Progress	22,647,514.01
Total Other Assets	<u>22,647,514.01</u>
TOTAL ASSETS	<u>22,651,178.33</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000-0 · Accounts Payable	194,464.93
Total Accounts Payable	194,464.93
Other Current Liabilities	
2000-5 · Accrued Int.-Kaloko Properties	1,174,315.09
2003-0 · Accounts Payable-Other	60,000.00
2200-0 · Adv Fr. SCD LLC	5,618.81
Total Other Current Liabilities	<u>1,239,933.90</u>
Total Current Liabilities	1,434,398.83
Long Term Liabilities	
2950-0 · N/P - Kaloko Properties Corp.	15,000,000.00
Total Long Term Liabilities	<u>15,000,000.00</u>
Total Liabilities	16,434,398.83
Equity	
3000 · Opening Bal Equity	6,216,779.50
Total Equity	<u>6,216,779.50</u>
TOTAL LIABILITIES & EQUITY	<u>22,651,178.33</u>

Note:
 Kaloko Properties Corporation owns a 50% undivided interest in TMK (3) 7-3-009: 017, 025, 026 and 028, with an approximate value of \$20 million.

SCD KALOKO MAKAI, LLC

Profit & Loss

January through September 2007

	<u>Jan - Sep 07</u>
Ordinary Income/Expense	
Expense	
5100-0 · Bank Service Charge	0.00
5208-0 · Interest Expense	
5208-01 · Interest-Kaloko Properties Corp	<u>0.00</u>
Total 5208-0 · Interest Expense	<u>0.00</u>
Total Expense	<u>0.00</u>
Net Ordinary Income	<u>0.00</u>
Net Income	<u><u>0.00</u></u>

Note:

Kaloko Properties Corporation owns a 50% undivided interest in TMK (3) 7-3-009: 017, 025, 026 and 028, with an approximate value of \$20 million.

Unaudited - Prepared for Internal Use

PETITIONER'S EXHIBIT 8 - Notification of Petition Filing

December 28, 2007

Notification of Petition Filing

This is to advise you that a petition to amend the State Land Use District Boundaries with the following general information has been submitted to the State of Hawaii Land Use Commission:

Docket No: A07-778
Petitioner/Address: SCD Kaloko Makai, LLC
c/o Stanford Carr Development, LLC, 1100 Alakea Street, 27th Floor, Honolulu, Hawaii 96813
Landowners: SCD Kaloko Makai, LLC and Kaloko Properties Corp.
Tax Map Key Numbers: (3) 7-3-009: 017, 025 (por.), 026, 028
Location: Kaloko, North Kona, Hawaii
Requested Reclassification: Conservation to Urban
Acreage: Approximately 224.430 acres
Requested Reclassification: Agricultural to Urban
Acreage: Approximately 727.735 acres
Proposed Uses: Master-planned community with mixed uses.

You may review detailed information regarding the petition at the Land Use Commission ("Commission") office or the County of Hawaii Planning Department.

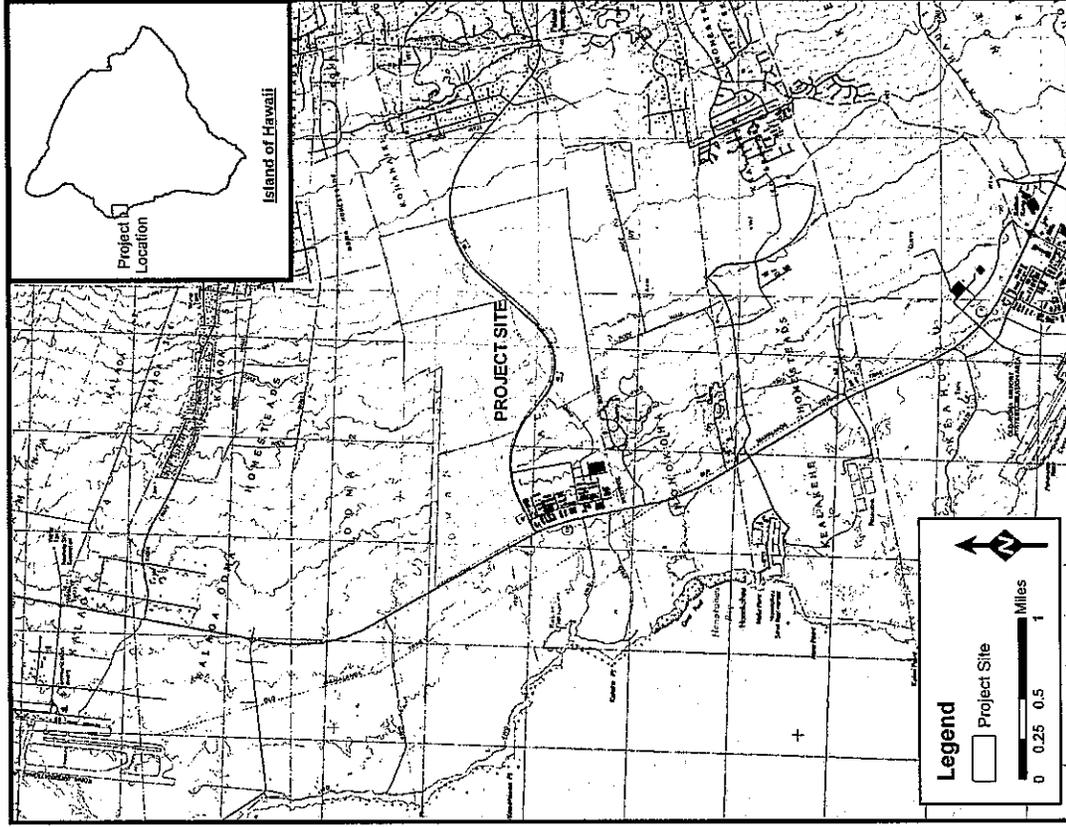


FIGURE 1
Location Map
Kaloko Makai

The Commission's office is located at 235 S. Beretania Street, Room 406, Honolulu, Hawaii. Office hours are from 7:45 a.m. to 4:30 p.m., Monday through Friday.

The County of Hawaii Planning Department (Hilo office) is located at 101 Pauahi Street, Suite 3, Hilo, Hawaii 96720. Office hours are from 7:45 a.m. to 4:30 p.m., Monday through Friday.

A hearing on this petition will be scheduled at a future date. If you are interested in participating in the hearing as a public witness, please write or call the Commission office at P.O. Box 2359, Honolulu, Hawaii, 96804-2359; telephone: (808) 587-3822.

If you intend to participate in the hearing as an intervenor, pursuant to § 15-15-52, Hawaii Administrative Rules, you should file a Notice of Intent to Intervene with the Commission within 30 days of the date of this Notice. Please contact the Commission office for further information.

**PETITIONER'S EXHIBIT 9 - Affidavit of Service of Notification of
Petition Filing**

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

In the Matter of the Petition of

SCD KALOKO MAKAI, LLC

To Amend the Conservation and Agricultural Land Use District Boundaries into the Urban Land Use District for certain lands situate at Kaloko, North Kona, Island and County of Hawaii, State of Hawaii; consisting of approximately 952.165 acres, Tax Map Key Nos. (3) 7-3-009: 017, (3) 7-3-009: 025 (por.), (3) 7-3-009: 026 and (3) 7-3-009: 028

DOCKET NO. A07-778

AFFIDAVIT OF JENNIFER A. BENCK
ATTESTING TO SERVICE OF THE
NOTIFICATION OF PETITION FILING

AFFIDAVIT OF JENNIFER A. BENCK
ATTESTING TO SERVICE OF THE NOTIFICATION OF PETITION FILING

STATE OF HAWAII

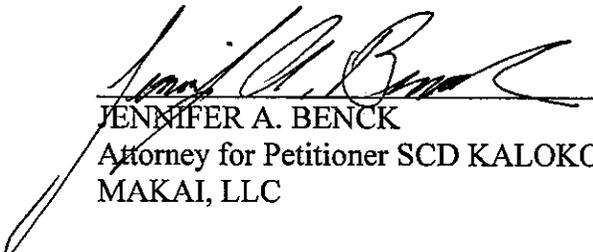
COUNTY OF HAWAII

JENNIFER A. BENCK, being first sworn on oath, deposes and says that:

1. Affiant is one of the attorneys for Petitioner SCD Kaloko Makai, LLC ("Petitioner"), is licensed to practice law in the State of Hawaii, is duly authorized to make this affidavit, and does so upon personal knowledge and belief.
2. This affidavit is made to comply with Section 15-15-50(d), Hawaii Administrative Rules ("HAR") for the State of Hawaii Land Use Commission ("Commission").
3. On December 28, 2007, Petitioner filed with the Commission a petition for a boundary amendment ("Petition") in Docket No. A07-778.
4. On December 28, 2007, the same day that the Petition was submitted to the Commission and pursuant to HAR Section 15-15-50(d), Petitioner sent a Notification of Petition Filing to persons included on the statewide and Hawaii County mailing lists provided to

Petitioner by the Commission on or about December 26, 2007, copies of which are attached hereto as Exhibits "A" and "B" respectively.

Further affiant sayeth naught.

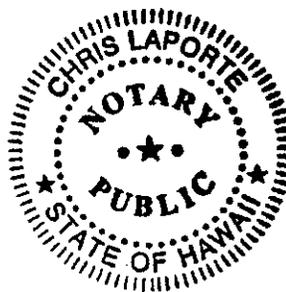

JENNIFER A. BENCK
Attorney for Petitioner SCD KALOKO
MAKAI, LLC

Subscribed and sworn to before me
this 28th day of December, 2007.

Chris Laporte
Notary Public, State of Hawaii

Chris Laporte
Printed Name

My commission expires: 11/13/09



UH Director of Capital Improvements
1951 East West Road
Honolulu, Hawaii 96822

Mr. Carroll Cox
PO Box 89-3062
Millilani, HI 96789

STATEWIDE LIST 2007
Last Updated: 12/12/07

Earth Justice Legal Defense Fund
Austin Building, Suite 400
223 South King Street
Honolulu HI 96813

Mr. Perry Artates
Hawaii Operating Engineers
95 Lono Avenue, Suite 104
Kahului HI 96732-1610

Ashford & Wriston Library
P. O. Box 131
Honolulu HI 96810

Associated Press
500 Ala Moana Boulevard, Suite 7-590
Honolulu, Hawaii 96813

Rose Marie H. Duey
Alu Like, Inc., Maui Island Center
1977 Kaohu Street
Wailuku HI 96793

Mr. Ikuto Taketa
c/o Hawaii Irrigation & Supply
803 Mapunapuna Street
Honolulu HI 96819

Michael J. Belles, Esq.
Belles Graham Proudfoot & Wilson
4334 Rice Street, Suite 202
Lihue HI 96766

Roddy Bilan
P. O. Box 30602
Honolulu HI 96820

Gary L. Blaich, M.D.
P. O. Box 1434
Kilauea HI 96754

Mr. Merle A.K. Kelai
P.O. Box 3440
Honolulu, Hawaii 96801

Mr. Kenneth Okamura
641 Polipoli Road
Kula, Hawaii 96790

James S. Greenwell
Lanihau Partners L.P.
3465 Waialae Avenue, Suite 260
Honolulu HI 96816

Patrick Borge, Sr.
536 Haawina Street
Paia, Hawaii 96779-9609

P. Roy Catalani
Young Brothers, Ltd.
Pier 40 – P. O. Box 3288
Honolulu, HI 96801

Building Industry Association of Hawaii
1727 Dillingham Blvd.
Honolulu HI 96819

Building Trades Council
Gentry Pacific Design Ctr. Ste. 215A
560 N. Nimitz Hwy. #50
Honolulu HI 96817

Attn: Roy A. Vitousek III
Cades Schutte Fleming & Wright
75-170 Hualalai Road, Ste. B-303
Kailua-Kona HI 96740

Ms. Phyllis Cayan
99-060 Kauhale St, Apt. 607
Aiea HI 96701

Mr. Charles Trembath
4152 Palaumahu
Lihue HI 96766

Surety Kohala Corporation
P. O. Box 249
Hawi HI 96719

Mr. Bruce Tsuchida
Townscape
900 Fort Street Mall, #1160
Honolulu HI 96813

Ms. Meredith J. Ching
Alexander & Baldwin, Inc.
P. O. Box 3440
Honolulu HI 96801

Council Services Administration
Kauai County Council
4396 Rice Street, #206
Lihue, HI 96766

Ms. K. Chun
P. O. Box 3705
Honolulu HI 96811

City Desk Clerk-Public Hearings
Honolulu Star Bulletin
500 Ala Moana Boulevard, Unit 210
Honolulu, Hawaii 96813-4914

Ms. Eleanor Mirikitani
c/o Waikoloa Land Co.
150 Waikoloa Beach Drive
Waikoloa HI 96738

Mr. David Penn
P. O. Box 62072
Honolulu HI 96839

Exhibit A

Castle & Cooke Hawaii
100 Kahalu Avenue, 2nd Floor
Mililani, Hawaii 96789

Mr. Lunakanawai Hauanio
P. O. Box 871
Capt. Cook HI 96704

Alan Kaufman, DVM
P O Box 297
Kula, HI 96790

Karen Piltz
Chun Kerr Dodd Beaman & Wong
745 Fort Street, 9th Floor
Honolulu, HI 96813

Mr. David Rae
The Estate of James Campbell
1001 Kamokila Boulevard
Kapolei HI 96707

United States Marine Corps
Commander, Marine Forces Pacific
Attn: G4, Box 64118
Camp H.M. Smith, Hawaii 96861-4118

David Kimo Frankel
Chair, Sierra Club, Hawai'i Chapter
P. O. Box 1185
Volcano HI 96785

U.S. Fish and Wildlife Service
300 Ala Moana Blvd., Rm. 3-122
Honolulu HI 96813

Department of the Army
Directorate of Public Works
Attn: Planning Division
Schofield Barracks, Hawaii 96857-5013

Mr. Albert K. Fukushima
1841 Palamoi Street
Pearl City HI 96782

Mr. Ian Costa, Director
Planning Department - Kauai
4444 Rice Street, Suite 473
Lihue HI 96766

J. Gillmar
P. O. Box 2902
Honolulu HI 96802

Lynn Kaho'ohalahala
124 A Fleming Road
Lahaina, HI 96761

Isaac Hall, Esq.
2087 Wells Street
Wailuku HI 96793

The Hallstrom Group, Inc.
Suite 1350, Pauahi Tower
1001 Bishop Street
Honolulu HI 96813

Ms. Esther Ueda
98-1784-B Kaahumanu Street
Pearl City HI 96782

Real Property Division
County of Kauai
4444 Rice Street
Lihue HI 96766

Mr. Randy Hara
C&C Department of Planning & Permitting
650 South King Street
Honolulu HI 96813

Hawaii's Thousand Friends
25 Malunui Ave., Suite 102, PMB 282
Kailua HI 96734

Jacqui Hoover, President
Hawaii Leeward Planning Conference
P. O. Box 2159
Kamuela HI 96743

Mr. Gordon Pang
Honolulu Advertiser
605 Kapiolani Boulevard
Honolulu, HI 96813

Mr. Norman Hayashi
563 West Kawaiiani Street
Hilo HI 96720

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**BEFORE THE LANDUSE COMMISSION
OF THE STATE OF HAWAII**

DOCKET NO. A07-778

In the Matter of the Petition of

SCD KALOKO MAKAI, LLC

To Amend the Conservation and Agricultural Land Use District Boundaries into the Urban Land Use District for certain lands situate at Kaloko, North Kona, Island and County of Hawaii, State of Hawaii; consisting of approximately 952.165 acres, Tax Map Key Nos. (3) 7-3-009: 017, (3) 7-3-009: 025 (por.), (3) 7-3-009: 026 and (3) 7-3-009: 028

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing document was duly served personally or by Certified Mail, Return Receipt Requested by depositing same at the United States Post Office, postage prepaid, upon the parties listed below at their last known addresses on December 28, 2007:

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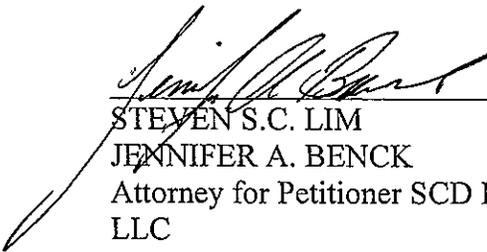
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